

1 **National PTA Bylaws**

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3 **Article I—Name**

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5 The name of this association is the National Congress of Parents and Teachers<sup>®</sup>. This association shall be  
6 referred to as “National PTA<sup>®</sup>,” and shall be governed by the District of Columbia Nonprofit Corporation  
7 Act, referred to as “the Act.”  
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9 **Article II—Purposes<sup>1</sup>**

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11 **Section 1. Objectives.** The purpose or purposes (Objects) which the corporation will hereafter pursue are:

- 12 **A.** To promote the welfare of children and youth in home, school, places of worship, and throughout  
13 the community;  
14 **B.** To raise the standards of home life;  
15 **C.** To advocate for laws that further the education, physical and mental health, welfare, and safety of  
16 children and youth;  
17 **D.** To promote the collaboration and engagement of families and educators in the education of  
18 children and youth;  
19 **E.** To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and  
20 social well-being of all children and youth; and  
21 **F.** To advocate for fiscal responsibility regarding public tax dollars in public education funding.

22 **Section 2. Awareness.** The purposes of the National PTA are promoted through advocacy and education  
23 in collaboration with parents, families, teachers, educators, students, and the public; developed through  
24 conferences, committees, projects, and programs; and governed and qualified by the basic principles set  
25 forth in Article III.

26 **Section 3. Federal Status.** National PTA is organized exclusively for the charitable, scientific, literary, or  
27 educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or  
28 corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).  
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30 **Article III—Principles**

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32 The following are basic principles of National PTA:

- 33 **A.** National PTA shall be noncommercial, nonsectarian, and nonpartisan.  
34 **B.** National PTA shall work to engage and empower children, families, and educators within schools  
35 and communities to provide quality education for all children and youth, and shall seek to  
36 participate in the decision-making process by influencing school policy and advocating for  
37 children’s issues, recognizing that the legal responsibility to make decisions has been delegated  
38 by the people to boards of education, state education authorities, and local education authorities.  
39 **C.** National PTA shall work to promote the health and welfare of children and youth, and shall seek  
40 to promote collaboration among families, schools, and the community at large.  
41 **D.** Commitment to inclusiveness and equity, knowledge of PTA, and professional expertise shall be

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<sup>1</sup> As stated in the Articles of Incorporation.

42 guiding principles for service in National PTA.

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44 **Article IV—Constituent Associations**

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46 **Section 1. Constituent Associations.** Constituent associations of National PTA (referred to as  
47 “constituent associations”) include:

- 48 **A.** State constituent associations of National PTA that have been established in the 50 states of the  
49 United States, the District of Columbia, the U.S. Virgin Islands, Puerto Rico, and Department of  
50 Defense education activity schools in Europe and any education activity schools established by  
51 the D.O.D. in the future hereinafter called state constituent associations; or  
52 **B.** Local constituent associations organized under the direct authority of National PTA when there is  
53 no state constituent association.  
54 **C.** Local constituent associations organized under the authority of the state constituent associations.

55 **Section 2. Qualifications.**

- 56 **A.** Constituent associations of National PTA are any group which:  
57 1. meets the requirements established by the board of directors  
58 2. agrees to and complies with *Standards of Affiliation*; and  
59 3. is approved by the board of directors  
60 **B.** Local constituent associations organized under the authority of the state constituent associations  
61 shall meet the qualifications of the state constituent associations.

62 **Section 3. Purpose and Principles.** The purposes and principles of National PTA, as prescribed in  
63 Articles II and III of these bylaws, shall in every case also be the purposes and principles of each  
64 constituent association.

65 **Section 4. Governance.** Each state and local constituent association organized under the direct authority  
66 of National PTA shall adopt bylaws for the governance of its association. Such bylaws shall not be in  
67 conflict with National PTA or their state nonprofit corporate laws and are subject to review by the  
68 National PTA Governance Committee.

69 **Section 5. Membership in Constituent Associations.** Membership in a PTA constituent association  
70 shall be open, without discrimination, to anyone who believes in and supports the mission, purposes, and  
71 principles of National PTA and pay dues as prescribed in Section 6 of this Article.

72 **Section 6. Dues.** Members shall pay annual dues, as may be determined by the constituent association,  
73 which shall include the portion payable to the local and state PTA constituent association as determined  
74 by the local and state PTA constituent associations, and the portion payable to National PTA as  
75 recommended by the board of directors and approved by a two-thirds vote of the voting body at a  
76 National PTA Annual Meeting.

77 **Section 7. Dissolution.** Upon the dissolution of a state constituent association, after paying or adequately  
78 providing for the debts and obligations of the association, the state constituent association’s financial  
79 holdings, property, all records and all remaining assets shall be distributed to National PTA in order to  
80 establish a new entity to service the state membership.

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82 **Article V—Membership in PTA**

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84 **Section 1. Non-discrimination.** Membership in PTA at all levels shall be open, without discrimination,  
85 to anyone who believes in and supports the mission, purposes and principles of National PTA and meets

86 other qualifications for membership as prescribed in these bylaws and pays dues as required in these  
87 bylaws.

88 **Section 2. Classification.** The National PTA shall have the following membership classifications:

89 **A. Local/State Members.** Local members shall be as prescribed in Article IV, Section 5. Upon  
90 meeting the qualifications for membership, these individuals are also automatically members of  
91 their respective state PTA constituent association and National PTA.

92 **B. National Supporting Members.** Individuals who are interested in supporting the mission,  
93 purposes, and principles of the National PTA shall pay dues directly to National PTA. National  
94 Supporting Members may not hold office or have voting privileges. National Supporting  
95 Members desiring voting privileges at state and local levels must pay dues to a state or local  
96 constituent association.

97 **Section 3. Dues.**

98 **A. Annual Dues.**

99 1. **Local/State.** Annual dues for each constituent association shall be as established by the  
100 constituent association as prescribed in Article IV, Section 6.

101 2. **National Supporting Member.** Annual dues for National Supporting Members shall be  
102 established by the National PTA Board of Directors.

103 **B. Dues Payment.** Each member of a local PTA constituent association shall pay annual dues to  
104 such local PTA constituent association.

105 **Section 4. Membership Year.**

106 **A.** The membership year for National PTA shall be July 1 through June 30.

107 **B.** The membership year for the National Supporting Member shall be for one year from the date  
108 the membership becomes active.

109 **Section 5. Rights and Privileges.** Every individual who is a member of a local constituent association  
110 organized under the authority of a state constituent association is also a member of National PTA and of  
111 the state constituent association by which such local constituent association is organized. Members of  
112 local constituent associations and National PTA shall be entitled to all the benefits of such membership,  
113 which shall include the:

114 **A.** ability to serve in governance positions in National PTA; and

115 **B.** right to vote at local, state, and National PTA meetings based upon the requirements of serving as  
116 a voting delegate.

117 **Section 6. Termination of Membership.** An individual's membership or national supporting  
118 membership may be terminated by a two-thirds (2/3) vote of the National PTA board of directors for  
119 conduct that may damage the value and goodwill associated with National PTA, or violates the purposes,  
120 policies, or bylaws of National PTA or a constituent association. The individual shall be notified in  
121 writing within three (3) days of the request to terminate. The individual will have the opportunity to  
122 attend the next scheduled meeting to address the board of directors and shall be notified of the meeting no  
123 less than fifteen (15) days prior.

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## 125 **Article VI—National PTA Governance Structure**

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127 **Section 1. Structure.** The National PTA governance structure shall include the elected officers, members  
128 of the board of directors, standing committee members, special committee members, subcommittee  
129 members, task force members, and other positions as determined by the board of directors.

130 **Section 2. Eligibility to Serve.** In order to be eligible to serve in the National PTA governance structure,  
131 an individual shall:

- 132 **A.** be a current member of a constituent association;
- 133 **B.** maintain membership throughout his/her term of service;
- 134 **C.** consent to uphold and adhere to the National PTA policies and principles;
- 135 **D.** not be a paid employee of, or under contract to, National PTA; and
- 136 **E.** meet other qualifications as prescribed in these bylaws.

137 **Section 3. Term Limits.** No one shall serve more than one full term of three years in the same officer  
138 position, unless otherwise permitted in these bylaws or until a successor is elected or appointed.

139 **Section 4. Full Term.** Anyone who serves in a position for more than one-half (1/2) of a full term shall  
140 be deemed to have served a full term in such position.

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## 142 **Article VII—Officers**

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144 **Section 1. Elected Officers.** The officers of National PTA shall be a president, a president-elect, a  
145 secretary-treasurer, a vice-president of advocacy, and a vice-president of membership.

146 **Section 2. Eligibility.** In addition to the general provisions prescribed in Article VI, Section 2 the  
147 following shall apply:

- 148 **A.** Only those who have served on the National PTA Board of Directors for at least one (1) full term  
149 shall be eligible for nomination or election to office.
- 150 **B.** A current state constituent association president may not serve simultaneously as an officer of  
151 National PTA but may retain such state presidency until the time at which they are elected as an  
152 officer of National PTA.

153 **Section 3. Term of Office.** Elected officers shall take office at the close of the convention at which they  
154 are elected and shall serve a term of three (3) years, or until their successors are elected. Individuals may  
155 not serve in the same office for more than one (1) term. The president-elect shall succeed automatically to  
156 the office of president.

157 **Section 4. Vacancy in Officer Positions.** Vacancies shall be filled as follows:

- 158 **A.** In case of a vacancy in the office of president, the president-elect shall become president and  
159 shall hold office for the balance of the term. In filling the vacancy, the president-elect shall be  
160 entitled to continue in the presidency for the following term providing not more than one-half  
161 (1/2) of a full term as president has been served. The vacancy in the office of president-elect shall  
162 be filled at the next annual meeting by the voting body. Notice of filling such vacancy must be  
163 given no less than 30 days prior to the annual meeting. In the interim, duties of the president-elect  
164 shall be delegated by the president.
- 165 **B.** A vacancy in the office of a vice-president or the secretary-treasurer shall be filled by a two-thirds  
166 (2/3) vote of the board of directors. The vote shall be by ballot. When there is only one (1)  
167 candidate for the vacancy, the election may be by voice vote. Notice of filling the vacancy must  
168 be given in the call to the meeting at which the election will take place.
- 169 **C.** In case of a dual vacancy in the office of president and president-elect, the office of president  
170 shall be filled on a temporary basis by a two-thirds (2/3) vote of the board of directors, by a  
171 current member of the board of directors. The said meeting to fill the temporary vacancy shall be  
172 held within ten (10) days of the dual vacancy being created and be chaired by the secretary-  
173 treasurer. In filling the vacancy for the offices of president and president-elect, they shall be filled

174 at the next annual meeting by the voting body, if more than one-half of the term of the office of  
175 president and president-elect shall remain. If less than one-half of the current term for the offices  
176 of president and president-elect remain, the office of president shall be filled for the remainder of  
177 that term, and then elected president shall serve the following term. Notice of filling such  
178 vacancies must be given no less than 30 days prior to the annual meeting.

179 **Section 5. Duties of Officers.** The elected officers shall perform the duties provided in this section and  
180 such other duties as prescribed for the office in these bylaws, by the board of directors, by the president,  
181 by the Act, or in the adopted parliamentary authority.

182 **A. Duties of the President.** The president shall:

- 183 1. serve as chair of the board of directors;
- 184 2. serve as an ex-officio member of all committees except the nominating and leadership  
185 recruitment committee;
- 186 3. appoint chairs and members of committees not otherwise specified;
- 187 4. serve as an ex-officio member of the National Constituent Association Advisory Council;  
188 and
- 189 5. preside at all annual meetings and during all conventions.

190 **B. Duties of the President-Elect.** The president-elect shall:

- 191 1. serve as a member of the board of directors;
- 192 2. serve as a member of the finance committee;
- 193 3. serve as chair of the National Constituent Association Advisory Council; and
- 194 4. perform the duties of the office of president in the president's absence or when the  
195 president is unable to perform such duties.

196 **C. Duties of the Secretary-Treasurer.** The secretary-treasurer shall:

- 197 1. serve as a member of the board of directors;
- 198 2. serve as financial officer and secretary of the corporation;
- 199 3. serve as chair of the finance committee;
- 200 4. serve as chair of the endowment fund of National PTA; and
- 201 5. report the financial status of National PTA to the board of directors and during the annual  
202 meeting.

203 **D. Duties of the Vice-President of Advocacy.** The vice-president of advocacy shall:

- 204 1. serve as a member of the board of directors;
- 205 2. serve as chair of the legislation committee;
- 206 3. facilitate and coordinate the work of the legislation committee to promote and deliver the  
207 national advocacy and legislative programs and activities;
- 208 4. consult and collaborate on the planning of the legislative conference; and
- 209 5. consult and/or collaborate with other committees as needed.

210 **E. Duties of the Vice-President of Membership.** The vice-president of membership shall:

- 211 1. serve as a member of the board of directors;
- 212 2. serve as chair of the membership committee;
- 213 3. consult and collaborate on membership initiatives focused on recruitment, retention, and  
214 diversification; and
- 215 4. consult and/or collaborate with other committees as needed.

## 216 **Article VIII—Elections and Appointments**

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**Section 1. Nominating and Leadership Recruitment Committee.**

- A. Composition.** The nominating and leadership recruitment committee shall consist of seven (7) members.
- B. Eligibility to Serve.** Individuals holding any elected or appointed position in National PTA shall not be eligible to serve on the nominating and leadership recruitment committee. Members may not serve more than one (1) term. No two (2) committee members shall be from the same state at the time elected or when appointed to fill a vacancy.
- C. Election of Members.**
  - 1. The members of the nominating and leadership recruitment committee shall be elected by class annually by the voting body of the annual meeting 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.
  - 2. 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.
- D. Election/Appointment of the Chair.** The committee shall elect a chair at its first meeting each year following the annual convention.
- E. Term.** Elected members shall assume their duties at the close of the convention at which they are elected or until their successors are elected.
- F. Vacancies.** Vacancies of the committee shall be filled as prescribed in Section 3 of this Article.
- G. Duties.** In addition to the responsibilities prescribed in PTA policy, the nominating and leadership recruitment committee shall:
  - 1. identify individuals who have the characteristics and skill sets needed in the leadership of National PTA; screen and evaluate individuals, and nominate one (1) eligible candidate for each of the offices or positions to be elected at the annual meeting; and
  - 2. provide potential candidates for committee appointments to the president for consideration.
- H. Committee Report.** The report of the committee shall be published no later than March 1. The nominating and leadership recruitment committee shall report its nominees to the annual meeting during the convention at which time self-nominees will also be announced.
- I. Self-nominations.** Members may self-nominate no later than April 1 for any position to be elected at the annual meeting. Procedures for self-nomination shall be as prescribed in National PTA Governance Policy Manual found at PTA.org. A list of self-nominees will be published no later than 45 days prior to the annual meeting.

**Section 2. Officers and Board Members.**

- A. Eligibility.**
  - 1. No member of the nominating and leadership recruitment committee shall be eligible to be nominated for election or be appointed to another position within National PTA governance during the term of service on the nominating and leadership recruitment committee to which they were elected.
  - 2. No name shall be placed in nomination without written consent of the nominee.
  - 3. A current state constituent association president elected to the National PTA Board of Directors or to the nominating and leadership recruitment committee shall resign the state

262 presidency within fourteen (14) days from the close of the convention of which they were  
263 elected.

264 4. No two (2) elected directors at-large on the board of directors shall be from the same state  
265 at the time elected or when appointed to fill a vacancy.

266 5. Nominees for officer positions shall meet the additional eligibility requirements  
267 prescribed in Article VII, Section 2 of these bylaws.

268 **B. Procedures.** Nominees for elected positions must adhere to the election policies adopted by the  
269 board of directors as prescribed in National PTA policy.

270 **C. Officers.** Except for the office of president, officers shall be elected by the voting body at the  
271 National PTA's annual meeting every three years.

272 **D. Elected Directors At-Large.** Six (6) elected directors at-large on the board of directors shall be  
273 nominated by the nominating and leadership recruitment committee the first and second years of  
274 a three-year cycle and elected by the voting body at the National PTA Annual Meeting. Elected  
275 directors at-large shall take office at the close of the convention at which they are elected. They  
276 shall serve a term of three (3) years or until their successors are elected. The three-year term  
277 requires that on the third year no election takes place.

278 **E. Appointed Directors At-Large.** No more than three (3) appointed directors at-large shall be  
279 appointed by the president and approved by the board of directors within fourteen (14) days after  
280 the post-convention board meeting. They shall be appointed in order to bring a particular  
281 knowledge base, skill set, or diversity to the board. They shall assume office after their approval  
282 by the board of directors.

283 **F. Youth Directors At-Large.** Two (2) youth directors at-large, who are at least 18 years of age,  
284 but not more than 22 years of age on date of appointment, shall be appointed by the president and  
285 approved by the board of directors within fourteen (14) days after the post-convention board  
286 meeting. They shall serve a term of three (3) years or until their successors are appointed by the  
287 president and approved by the board of directors.

288 **G. Term Limits.** Elected and appointed directors at-large may serve two terms on the board of  
289 directors in any combination of these positions.

290 **H. Voting.** Officers and board members shall be elected by ballot (electronic or paper) and a  
291 majority vote shall elect officers and a plurality shall elect board members. When there is only  
292 one candidate for any office, that election may be held by voice vote.

293 **Section 3. Vacancies.** Unless otherwise stated herein, if a vacancy in any elected office, elected or  
294 appointed board member position, or committee position exists, the vacancy shall be filled by the board of  
295 directors as follows:

296 **A. Removal.**

297 1. The involuntary removal of an officer, board member, or committee member shall require  
298 two-thirds vote of the National PTA Board of Directors. Any such individual who fails to  
299 fulfill his or her duties or fails to abide by the National PTA's bylaws, policies, and/or  
300 code of conduct shall be removed in accordance with the procedures set forth in National  
301 PTA policy. A vacancy in any position other than president created by removal shall be  
302 filled by the board of directors until the end of the unexpired term.

303 2. The involuntary removal of any officer or elected board member may be removed by a  
304 majority vote of the voting members at the National PTA Annual Meeting or by a two-  
305 thirds vote of the National PTA Board of Directors in circumstances permitted by

306 applicable law. A vacancy in any position other than president created by removal shall  
307 be filled by the board of directors until the end of the unexpired term.

308 3. Permitted by applicable law is outlined in the Governance Policy Manual Section 1.03.

309 **B. Resignation or Death.** A vacancy in any position other than president created by resignation or  
310 death shall be filled by the board of directors. Resignation from office shall require written notice  
311 of that member including an explanation for resignation to the remaining members of the officers,  
312 board of directors, or committee.

313 **C. Appointed Directors At-Large and Youth Directors At-Large.** In the event of a vacancy for  
314 an appointed director at-large or a youth director at-large, the balance of the term shall be filled  
315 by appointment by the president and approved by the board of directors.

316 **D. Voting.** Elections to fill vacancies shall be conducted by ballot and a majority vote shall elect.  
317 When there is only one candidate for any office, that election may be held by voice vote. Notice  
318 of filling the vacancy must be given in the call to the meeting at which the election will be held.

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## 320 **Article IX—Board of Directors**

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322 **Section 1. Composition.** The members of the board of directors shall be the president, the president-elect,  
323 the secretary-treasurer, the vice-president of advocacy, the vice-president of membership, twelve (12)  
324 elected directors at-large, no more than three (3) appointed directors at-large, and two (2) youth directors  
325 at-large.

### 326 **Section 2. Duties.**

327 **A. Power and Authority.** The board of directors shall have full power and authority over the affairs  
328 of National PTA between annual meetings except as otherwise provided in these bylaws; the  
329 board shall adopt special rules of order and policies to govern its proceedings and the affairs of  
330 National PTA over which it has power and authority.

331 **B. Duties of the Board of Directors.** The duties of the board of directors shall include but not be  
332 limited to:

- 333 1. be responsible for the strategic direction and strategic management of the National PTA;
- 334 2. make employment decisions concerning the executive director;
- 335 3. review and act on reports and recommendations of committees and staff;
- 336 4. approve the budget;
- 337 5. approve board and committee appointments as recommended by the president;
- 338 6. approve public policy and legislative priorities;
- 339 7. establish National PTA policies and strategic plan;
- 340 8. be responsive to the constituent associations' needs; and
- 341 9. exercise such other duties as are prescribed for the board of directors in these bylaws or  
342 in the adopted parliamentary authority.

### 343 **Section 3. Meetings.**

344 **A. Regular.** Regular meetings of the board of directors shall be held at least four (4) times during  
345 each calendar year as determined by the board of directors. Notice of the time and place of each  
346 regular meeting shall be given in writing to each member of the board of directors at least thirty  
347 (30) days prior to the date of the meeting. Notice may be waived by members of the board in  
348 accordance with statutory requirements as established by the Act.

349 **B. Special.** Special meetings of the board of directors may be called by the president, on five (5)

350 days written notice to each member of the board of directors. Special meetings shall be called by  
351 the president or secretary-treasurer in like manner and on like notice on the written request of  
352 seven (7) members of the board of directors. Notice may be waived by members of the board in  
353 accordance with statutory requirements as established by the Act.

354 **Section 4. Quorum.** A quorum of the board of directors shall be a majority of the members of the board  
355 then in office.

356 **Section 5. Emergency Powers.** If a quorum of the board of directors cannot readily be assembled  
357 because of some catastrophic event per federal definition, the exercise of emergency powers is authorized  
358 as provided in the statutes of the Act.

## 359 **Article X—National Constituent Association Advisory Council**

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362 **Section 1. Composition.** The National Constituent Association Advisory Council (“NCAAC”) shall be  
363 composed of one member from each constituent association who shall be the current state constituent  
364 association president. If the current state president is unable to attend, the state president-elect, vice-  
365 president or a current elected officer designee may represent the president.

### 366 **Section 2. Chair, Vice Chair, and Secretary.**

367 **A. Chair.** The National PTA president-elect shall serve as the chair.

368 1. **Duties.** The duties of the chair shall be to direct the work of the NCAAC as specified  
369 under Article X, Section 3. Duties.

370 2. **Vacancy.** In the case of a vacancy in the office of NCAAC chair, the National PTA  
371 president shall appoint a chair selected from among the members of the board of directors  
372 to serve until such time as a new National PTA president-elect is elected. The  
373 appointment shall be approved by the National PTA board of directors.

374 **B. Vice Chair and Secretary.** The vice chair and secretary shall be elected by a plurality vote by  
375 ballot from among the current state constituent association presidents via an electronic or in-  
376 person meeting within 45 days following the close of each National PTA Annual Convention. If  
377 there is only one candidate for office, the election may be by voice vote.

378 1. **Duties.** The vice chair shall preside in the absence of the chair. The secretary shall  
379 prepare the minutes and/or reports of the meetings.

380 2. **Vacancy.** In the case of a vacancy in the vice chair or secretary position, the NCAAC  
381 shall fill the vacancy by a plurality vote by ballot unless there is only one candidate in  
382 which case the election may be by voice vote.

383 3. **Term of office.** The term of office for the vice chair and secretary shall begin at the  
384 conclusion of the NCAAC meeting at which they are elected and end at the conclusion of  
385 the NCAAC meeting following the next National PTA Annual Meeting.

### 386 **Section 3. Duties.** The NCAAC shall:

387 **A.** identify and prioritize topics and trends to assist the board in setting the strategic direction of  
388 National PTA;

389 **B.** submit written reports and make recommendations to the board regarding emerging issues, as  
390 referenced in PTA policy; and

391 **C.** participate in leadership development.

### 392 **Section 4. Meetings.**

393 **A. Regular.** Regular meetings of the NCAAC shall be held two times per fiscal year, one of which

394 is held in conjunction with the National PTA Annual Convention. Meetings may be held  
395 electronically. Notice of the date and time of the meeting shall be given in writing to each  
396 member at least thirty (30) days prior to the date of the meeting.

- 397 **B. Additional Meetings.** Additional meetings may be called by the chair with approval of the  
398 National PTA president. Additional meetings may be held electronically.

## 400 **Article XI–Committees**

### 401 **Section 1. Standing Committees.**

- 402 **A. Composition, Appointment, Accountability, Ex-officio Members, Subcommittees, and**  
403 **Term.** The standing committees of National PTA shall be bylaws; diversity, inclusion, and  
404 outreach; executive director performance evaluation; field service; finance; governance;  
405 legislation; membership; and resolutions. In addition, the nominating and leadership recruitment  
406 committee is a standing committee established elsewhere in these bylaws.

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- 408 1. Committee members shall be members of a PTA constituent association or National  
409 PTA.
    - 410 a) The executive director performance review, finance, and governance committees  
411 shall be composed of not less than five (5) members of the board of directors.  
412 The finance committee shall be chaired by the secretary-treasurer and the  
413 president-elect shall serve on the committee.
    - 414 b) The bylaws, diversity, inclusion and outreach, field service, legislation,  
415 membership and resolutions committees shall be composed of not less than five  
416 (5) members; board members shall not be the majority composition of these  
417 committees.
    - 418 c) No member shall simultaneously serve as chair of more than one standing  
419 committee.
  - 420 2. The president shall appoint members of the committees within fourteen (14) days of the  
421 officer election.
  - 422 3. All committees shall report to the board of directors and shall be responsible to the  
423 president between meetings of the board. Policy recommended by a committee shall be  
424 approved by the board of directors.
  - 425 4. Ex-officio members:
    - 426 a) The president shall be ex officio a member of all committees except the  
427 nominating and leadership recruitment committee.
    - 428 b) The chair of each standing committee shall be ex officio a member of all  
429 subcommittees of that committee.
  - 430 5. Subcommittees may include nonmembers of a committee recommended by the chair,  
431 appointed by the president, and approved by the board of directors.
  - 432 6. Unless prescribed for otherwise in these bylaws, committee members shall serve a term  
433 of three (3) years or until their successors are elected or appointed. Committee members  
434 may serve for two (2) consecutive terms on the same committee.

- 435 **B. Responsibilities of Committees.** In addition to the responsibilities described herein, each  
436 committee shall fulfill the responsibilities outlined in PTA policy.

- 437 1. **Bylaws Committee.** The bylaws committee shall review National PTA bylaws on an

- 438 annual basis, review submitted bylaws amendments, originate proposed bylaw  
439 amendments, and submit proposed amendments or revisions to the board of directors.
- 440 2. **Diversity, Inclusion, and Outreach Committee.** The diversity, inclusion, and outreach  
441 committee shall direct efforts to create awareness of value in, and prioritization of  
442 diversity to encourage a culture of inclusion and engagement.
  - 443 3. **Executive Director Performance Evaluation Committee.** The executive director  
444 performance evaluation committee shall recommend to the board of directors the  
445 evaluation process of the executive director, facilitate the annual review of the executive  
446 director, and review and recommend compensation of the executive director.
  - 447 4. **Field Service Committee.** The field service committee shall develop and evaluate  
448 strategies for the effectiveness of service delivery to all constituent associations.
  - 449 5. **Finance Committee.** The finance committee shall prepare and present an annual budget  
450 to the board of directors for its approval and recommend an auditing firm.
  - 451 6. **Governance Committee.** The governance committee shall annually review the  
452 governance policy manual, make recommendations to the board of directors for revisions  
453 of the governance policy manual, and coordinate the annual board of directors'  
454 assessment.
  - 455 7. **Legislation Committee.** The legislation committee shall review the legislative agenda of  
456 National PTA and make recommendations concerning the legislative agenda to the board  
457 of directors.
  - 458 8. **Membership Committee.** The membership committee shall provide expertise in  
459 membership development and marketing; identify overall membership development  
460 strategies for National PTA; and, recommend varied membership tools and resources.
  - 461 9. **Resolutions Committee.** The resolutions committee solicit, review and recommend  
462 proposed resolutions for consideration to the board of directors; and review adopted  
463 resolution and recommend to retain, amend, or rescind those resolutions.

464 **Section 2. Special Committees.** The board of directors may establish special committees as needed. The  
465 members of the special committees shall be appointed by the president and approved by the board of  
466 directors.

467

## 468 **Article XII—Annual Meeting and Convention**

469

470 **Section 1. Convention.** A convention shall convene each year at a place and date determined by the  
471 board of directors.

472 **Section 2. Annual Meeting.** An annual meeting shall be held in conjunction with the annual convention.

473 **A. Call to Annual Meeting.** Notice of the time and place of each annual meeting shall be posted on  
474 the National PTA website, or other electronic means as the board of directors may designate, not  
475 less than sixty (60) days prior to the date of the opening of the meeting.

476 **B. Voting Body.** The voting body of the annual meeting shall be composed of:

- 477 1. Members of the board of directors;
- 478 2. Members of National PTA standing committees and convention-related committees;
- 479 3. State constituent association presidents;
- 480 4. Past national presidents of the National PTA
- 481 5. Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major

482 fraction thereof, of each state constituent association PTA, as shown on the books of the  
483 secretary-treasurer of National PTA as of March 31 preceding an annual meeting, and as  
484 accredited by the state constituent association PTA; and

485 6. One (1) delegate per thousand (1,000) members, or major fraction thereof, of a local  
486 constituent association PTA organized under direct authority of National PTA, as shown  
487 on the books of the secretary-treasurer of National PTA as of March 31 preceding an  
488 annual meeting, and accredited by National PTA.

489 **C. Voting.** Only the members who make up the voting body at the annual meeting shall have the  
490 right to introduce motions, participate in debate, or vote at such annual meeting. There shall be no  
491 proxy voting.

492 **D. Quorum.** A quorum shall consist of one hundred and fifty (150) registered delegates representing  
493 a majority of the state constituent associations.

494

### 495 **Article XIII—Electronic Meetings and Communication**

496

497 **Section 1. Meetings.** The National PTA Board of Directors and all committees and subcommittees shall  
498 be authorized to meet by telephone conference or through other electronic communications media so long  
499 as all the members can simultaneously hear each other and participate during the meeting.

500 **Section 2. Annual Meeting and Convention.** In times of national emergency, pandemic, natural disaster,  
501 or other events making an in-person annual meeting and convention impossible, the National PTA Board  
502 of Directors, upon majority vote, may convene the annual meeting and convention electronically or  
503 virtually, and with all business being conducted electronically as prescribed by the policy adopted by the  
504 National PTA Board of Directors. All actions adopted at an electronic or virtual meeting shall be official  
505 actions of the voting body.

506 **Section 3. Communication.** Unless members indicate otherwise to National PTA Headquarters, all  
507 communication required by these bylaws, including meeting notices, may be sent electronically unless  
508 otherwise specified in these bylaws.

509

### 510 **Article XIV—Operational Requirements and Dissolution**

511

512 **Section 1. Net Earnings.** No part of the net earnings of National PTA shall inure to the benefit of, or be  
513 distributable to, its members, directors, trustees, officers, or other private persons except that the  
514 association shall be authorized and empowered to pay reasonable compensation for services rendered, and  
515 to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

516 **Section 2. Exempt Activities.** Notwithstanding any other provision of these Articles to contrary, in no  
517 event shall National PTA carry on any other activities which are not permitted to be carried on by either:  
518 (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue  
519 Code or (ii) by an association, contributions to which are deductible under Section 170(c)(2) of the  
520 Internal Revenue Code.

521 **Section 3. Political Activities.** National PTA or its members in their official capacities shall not, directly  
522 or indirectly, participate or intervene (in any way, including the publishing or distributing of statements)  
523 in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more  
524 than an insubstantial part of its activities to attempting to influence legislation by propaganda or  
525 otherwise.

526 **Section 4. Dissolution.** Upon the dissolution of National PTA, after paying or adequately providing for  
527 the debts and obligations of the association, the remaining assets shall be distributed to one or more  
528 nonprofit funds, foundations, or associations that have established their tax-exempt status under Section  
529 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National  
530 PTA.

531

#### 532 **Article XV—Parliamentary Authority**

533

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

538

#### 539 **Article XVI—Amendments**

540

541 **Section 1. Amendments.** These bylaws may be amended at the annual meeting by two-thirds (2/3) vote  
542 provided that the following requirements shall first have been complied with in the following order:

543 **A.** The amendments shall have been approved by the board of directors. Bylaws amendments  
544 approved by the board may be amended at the annual meeting by the voting delegates.

545 **B.** Amendments shall be sent by electronic communication in accordance with Article XIV,  
546 Section 2 to the board of directors and constituent associations and posted on the National PTA  
547 website, or other electronic means as the board of directors may designate, no less than forty-  
548 five (45) days prior to the date of the convening of the annual meeting.

549 **Section 2. Action.** Updated bylaws shall be posted on the National PTA website, or other electronic  
550 means as the board of directors may designate, within 60 days following the annual meeting at which they  
551 are amended.