

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®. This association shall be
6 referred to as “National PTA®,” 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—Purposes¹**

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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

¹ 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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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.

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400 **Article XI–Committees**

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402 **Section 1. Standing Committees.**

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

- 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 field service, legislation, membership and resolutions committees shall be
415 composed of not less than five (5) members; board members shall not be the
416 majority composition of these committees.

417 c) No member shall simultaneously serve as chair of more than one standing
418 committee.

- 419 2. The president shall appoint members of the committees within fourteen (14) days of the
420 officer election.

- 421 3. All committees shall report to the board of directors and shall be responsible to the
422 president between meetings of the board. Policy recommended by a committee shall be
423 approved by the board of directors.

- 424 4. Ex-officio members:

425 a) The president shall be ex officio a member of all committees except the
426 nominating and leadership recruitment committee.

427 b) The chair of each standing committee shall be ex officio a member of all
428 subcommittees of that committee.

- 429 5. Subcommittees may include nonmembers of a committee recommended by the chair,
430 appointed by the president, and approved by the board of directors.

- 431 6. Unless prescribed for otherwise in these bylaws, committee members shall serve a term
432 of three (3) years or until their successors are elected or appointed. Committee members
433 may serve for two (2) consecutive terms on the same committee.

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

- 436 1. **Executive Director Performance Evaluation Committee.** The executive director
437 performance evaluation committee shall recommend to the board of directors the

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

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

462 **Article XII—Annual Meeting and Convention**

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

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

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

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

- 472 1. Members of the board of directors;
- 473 2. Members of National PTA standing committees and convention-related committees;
- 474 3. State constituent association presidents;
- 475 4. Past national presidents of the National PTA
- 476 5. Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major
477 fraction thereof, of each state constituent association PTA, as shown on the books of the
478 secretary-treasurer of National PTA as of March 31 preceding an annual meeting, and as
479 accredited by the state constituent association PTA; and
- 480 6. One (1) delegate per thousand (1,000) members, or major fraction thereof, of a local
481 constituent association PTA organized under direct authority of National PTA, as shown

482 on the books of the secretary-treasurer of National PTA as of March 31 preceding an
483 annual meeting, and accredited by National PTA.

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

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

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490 **Article XIII—Electronic Meetings and Communication**

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

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

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

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505 **Article XIV—Operational Requirements and Dissolution**

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

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

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

521 **Section 4. Dissolution.** Upon the dissolution of National PTA, after paying or adequately providing for
522 the debts and obligations of the association, the remaining assets shall be distributed to one or more
523 nonprofit funds, foundations, or associations that have established their tax-exempt status under Section
524 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National
525 PTA.

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Article XV—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 Articles of Incorporation, National PTA bylaws, policies, special rules of order, or the District of Columbia Nonprofit Corporation Act.

Article XVI—Amendments

Section 1. Amendments. These bylaws may be amended at the annual meeting 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. Bylaws amendments approved by the board may be amended at the annual meeting by the voting delegates.
- B.** Amendments shall be sent by electronic communication in accordance with Article XIV, Section 2 to the board of directors and constituent associations and posted on the National PTA website, or other electronic means as the board of directors may designate, no less than forty-five (45) days prior to the date of the convening of the annual meeting.

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