

BYLAWS

OF

Virginia
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**VIRGINIA CONGRESS
OF
PARENTS AND TEACHERS**

Richmond, Virginia

Branch of National Congress of Parents and Teachers

NOVEMBER 2011

PLEASE NOTE: Virginia PTA often receives requests from members for copies of the state bylaws. Please be advised that these bylaws govern the state association and should not be confused with the local unit, district or council bylaws.

November 2011

PTA Mission:

To make every child's potential a reality by engaging and empowering families and communities to advocate for all children.

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ARTICLE I: NAME

The name of this association is Virginia Congress of Parents and Teachers. It is commonly known as "Virginia PTA".

#ARTICLE II: PURPOSES

Section 1. The purposes of Virginia PTA, in common with those of National 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, that parents and teachers may cooperate intelligently in the education of children and youth;
- 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 these bylaws.

Section 3. The association 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 "Internal Revenue Code").

#ARTICLE III: BASIC POLICIES

The following are basic policies of Virginia PTA in common with those of the National PTA:

- a. The association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The association 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 the boards of education, state education authorities, and local education authorities.
- c. The association 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 association shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the association 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 provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by and association exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- f. Upon dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or associations 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 the National PTA.
- g. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including 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.
- h. Virginia PTA or any of its divisions may cooperate with other associations and agencies concerned with child welfare, but a PTA representative shall make no commitments that bind the group he/she represents.

#ARTICLE IV: RELATIONSHIP WITH NATIONAL PTA AND CONSTITUENT ASSOCIATIONS

The articles of organization of a constituent association include (a) the bylaws of such association and (b) the certificate of incorporation or articles of incorporation of such association (in cases in which the association is a corporation) or the articles of organization by whatever name (in cases in which the association exists as an unincorporated association).

Section 1. Virginia PTA is a branch of the National PTA and exists for the purpose of accomplishing, at the state level, the purposes of the National PTA in accordance with its policies. Within the framework of the responsibility that it shares with National PTA for the implementation of the purposes of National PTA and its obligation to comply with the bylaws of the National PTA, Virginia PTA is a self-governing association with independent legal existence.

Section 2. The relationship of Virginia PTA with National PTA and its duties, obligations and responsibilities are set forth in the bylaws of National PTA and in the charter that is issued by National PTA to Virginia PTA.

Section 3. The adoption of an amendment to any provision of the bylaws of National PTA shall serve automatically and without the requirement of further action by Virginia PTA to amend correspondingly, the bylaws of Virginia PTA. Notwithstanding the automatic character of the amending process, Virginia PTA shall promptly incorporate such amendments in its bylaws.

Section 4. The bylaws of Virginia PTA and all amendments thereto shall be subject to approval by the committee on Bylaws of the Board of Directors of the National PTA.

Section 5. Virginia PTA shall provide appropriate procedures for the organization of local PTA/PTSAs within its area. Virginia PTA shall determine the membership year for the local PTA/PTSAs in its area and prescribe the form and content of the bylaws or other articles of organization of such local PTA/PTSAs.

Section 6. Virginia PTA may create or establish subsidiary associations (districts or regions) within its area to facilitate the administration of the affairs of Virginia PTA and for carrying out its programs and may prescribe the form and content of the bylaws or other articles of organization of such districts (or regions).

Section 7. Virginia PTA may create or establish councils in counties, cities, or other areas designated by its Board of Managers for the purpose of conference, leadership training, and coordination of the efforts of local PTA/PTSA units, and may prescribe the form and content of the bylaws or other articles of organization of such councils. The local PTA/PTSA units that shall be eligible for membership and participation in the work of any council shall be determined by Virginia PTA. Councils shall not legislate for local units.

Section 8. Each officer or board member of a constituent association shall be a member of a local PTA/PTSA within its area.

Section 9. In the event of surrender or withdrawal of its charter by the National PTA, in the manner provided in Article XIX of the National PTA bylaws, Virginia PTA is obligated:

- a. To yield up and surrender all of its books and records and all of its assets and property to the National PTA or to such agency as may be designated by the National PTA to be held for the benefit of another branch association established by the National PTA for the area of Virginia PTA;
- b. To yield up all of the books and records and all of the assets and property of any controlled association and surrender them to the National PTA or to such agency as may be designated by the National PTA to be held for the benefit of another branch association established by the National PTA for the area of such state PTA. A controlled association shall mean any corporation or other entity, whether nonprofit or for-profit, incorporated or unincorporated, that is controlled by such state PTA. For purposes of this section, control means ownership by vote or value of more than 50 percent of the association, power to appoint individuals to the governing body of the association representing more than 50 percent of the voting power, or ownership of more than 50 percent of the beneficial interests in the association. The state PTA shall cause the governing documents of the controlled association to reflect this obligation;
- c. To cease and desist from the further use of any name that implies or connotes association or affiliation with the National PTA or status as a branch or constituent association of the National PTA; and
- d. To carry out promptly, under the supervision and direction of the National PTA, all proceedings necessary or desirable for the purpose of dissolving Virginia PTA.
- e. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 10. Virginia PTA is responsible for compliance by the local, council, district or region PTA/PTSAs within its area with the bylaws of the National PTA and the bylaws of Virginia PTA. The provisions of Virginia PTA bylaws relating to the withdrawal of the charter of a local PTA/PTSA (and the termination of its status as a PTA/PTSA unit) shall parallel the provisions of the bylaws of the National PTA relating to the withdrawal by the National PTA of the charter of Virginia PTA and the termination of the status of Virginia PTA as a branch of the National PTA.

Section 11. Virginia PTA shall submit to the National PTA a report of its work and activities for inclusion in the annual report of the National PTA.

Section 12. Virginia PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of local PTA/PTSAs within its area, the national portion of membership dues collected by such local PTA/PTSAs, the amounts of such dues received by Virginia PTA, and the amounts of dues remitted to the National PTA. Such books

of account and records shall at all reasonable times be open to inspection by an authorized representative of the National PTA.

ARTICLE V: COMMITTEE ON STATE AND LOCAL RELATIONS

Section 1. Virginia PTA is responsible for compliance by the local PTA/PTSAs, and councils within its area with the bylaws of National PTA, the bylaws of Virginia PTA and the bylaws of the local PTA.

Section 2. The executive committee of Virginia PTA shall function as the Committee on State and Local Relations.

Section 3. The executive committee shall review any alleged violations by local PTA/PTSAs and councils of state, local, council and National PTA bylaws, or other practices or activities that may tend to defeat the purposes and basic policies of Virginia PTA or National PTA, and shall make prompt report to the Board of Managers of the results of such review and its recommendations for actions.

Section 4. The Board of Managers shall give due consideration to the report of the executive committee and shall accord to the local PTA/PTSA and councils an opportunity to be heard and to respond to the report. If upon such consideration and hearing the Board of Managers finds a violation, it may, by a two-thirds (2/3) vote of all of its members then in office, require to take appropriate action within a period of time stipulated by the Board of Managers. When such a requirement has been made by the Board of Managers and if the recommended action is not taken within the allotted time, the Board of Managers may, by a two-thirds (2/3) vote of all of its members then in office, may withdraw its status as a unit or council of the VA PTA according to the procedures described in these bylaws.

#ARTICLE VI: LOCAL PTA/PTSAs

Section 1. Local PTA/PTSAs shall be organized and chartered under the authority of Virginia PTA in the area in which the local PTA/PTSA functions, in conformity with such rules and regulations, not in conflict with the bylaws of the National PTA, as Virginia PTA may in its bylaws prescribe.

Section 2. Virginia PTA shall issue to each local PTA/PTSA in its area an appropriate charter evidencing the due association and good standing of the local PTA/PTSA.

A local PTA/PTSA in good standing is one which:

- a. Adheres to the purposes and basic policies of the PTA;
- b. Has a minimum of three (3) elected officers, to include president and treasurer;
- c. Remits the state and national portion of the dues to Virginia PTA by dates designated in these bylaws;
- d. Has bylaws approved every five (5) years according to the procedures of Virginia PTA;
- e. Submits local unit/council officers contact information form and verification of local unit's employer identification number (EIN) to the state office immediately upon election of officers and no later than June 15 annually;
- f. Submits a copy of the fiscal year-end audit report and minutes of the meeting at which it was adopted shall be sent to the state office within thirty (30) days following the adoption of the audit report by the general

membership;

- g. Submits a copy of the filed 990/990EZ to the state office within 15 days of filing;
- h. Meets other criteria as shall be prescribed by Virginia PTA.

Section 3. Each local PTA/PTSA shall adopt such bylaws for the government of the association as may be approved by Virginia PTA. Such bylaws shall not be in conflict with the bylaws of National PTA or the bylaws of Virginia PTA.

Section 4. Bylaws of each constituent association shall include an article on amendments.

Section 5. The charter of a local PTA/PTSA shall be subject to withdrawal and the status of such association as a PTA/PTSA unit shall be subject to termination, in the manner and under the circumstances provided in the bylaws of Virginia PTA.

Section 6. Each local PTA/PTSA is obligated upon withdrawal of its charter by Virginia PTA:

- a. To yield up and surrender all of its books and records and all of its assets and property to Virginia PTA or to such agency as may be designated by Virginia PTA or to another local PTA/PTSA organized under the authority of Virginia PTA;
- b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or Virginia PTA or status as a constituent association of the National PTA;
- c. To carry out promptly, under the supervision and direction of Virginia PTA, all proceedings necessary or desirable for the purpose of dissolving such local PTA/PTSA.

Section 7. Each officer or board member of a local PTA/PTSA shall be a member of such local PTA/PTSA.

Section 8. A PTA/PTSA member shall not serve as a voting member of a constituent association's board at the local, council, district, region, state or national level while serving as a paid employee of, or under contract to, that constituent association.

Section 9. Each local PTA/PTSA shall collect dues from its members and shall remit a portion of such dues to Virginia PTA by dates designated in these bylaws.

Section 10. Only members of a local PTA/PTSA who have paid dues for the current membership year may participate in the business of that association.

Section 11. Bylaws of each constituent association shall include a provision establishing a quorum.

Section 12. The members of the nominating committee for officers of a constituent association shall be elected by the general membership, Board of Directors/Managers, Executive Board, or Executive Committee.

Section 13. The bylaws of all constituent associations shall prohibit voting by proxy, (unless proxy voting is specified by applicable state law).

Section 14. The adoption of an amendment to any provision of the bylaws of the National PTA shall serve automatically and without the requirement of further action by the local PTA/PTSA to amend correspondingly the bylaws of the local PTA/PTSA. Notwithstanding the automatic character of the amending process, the local

PTA/PTSAs shall promptly incorporate such amendments in their respective bylaws.

Section 15. Local units may address legislative items or issues if the position on the legislative item or issue does not conflict with that of Virginia PTA Legislation Program. The local unit's name must be used and not that of Virginia PTA.

Section 16. Each member of a local PTA/PTSA shall pay annual dues to the association as approved by a two-thirds (2/3) vote of members present and voting after having been given at least thirty (30) days written notice. The amount of such annual dues shall include the portions payable to the local unit, Virginia PTA and the National PTA.

Section 17. Any dissolution of a local unit and termination of its affairs shall take place in the following manner:

- a. The executive board shall adopt a written resolution recommending that the local PTA/PTSA be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of the general membership having voting rights at the time of the meeting;
 1. All funds shall be frozen until the question of dissolution is decided;
 2. Written notice of the adoption of such resolution accompanied by a copy of the notice of the special meeting of members shall be given to the president of Virginia PTA at least thirty (30) days before the date fixed for such special meeting of the members;
 3. Shall provide a complete membership list including contact information to the state office at least thirty (30) days before the date fixed for such special meeting of the members;
- b. Written notice stating the purpose of such meeting to consider the dissolving the local PTA/PTSA shall be given to each member at least thirty (30) days prior to the date of such meeting. Such meeting shall be held only during the academic year of the school involved. A minimum of seventy five percent (75%) of the general membership of the local PTA/PTSA, not including the executive board members shall constitute quorum for the purpose of considering the resolution to dissolve.
- c. Prior to the vote on dissolution, the president of Virginia PTA, or his/her designated representative, shall be permitted to attend the meeting and shall be allowed to speak for a minimum of sixty (60) minutes followed by a maximum of sixty (60) minutes question and answer session.
- d. Only those persons who are members of the local PTA/PTSA on the date of adoption of the resolution and who continue to be members on the date of the special meeting shall be entitled to vote on dissolution.
- e. A minimum of seventy five percent (75%) of the general membership of the local PTA/PTSA, not including the executive board, shall constitute quorum for the purpose of dissolving the PTA. A ballot vote in the same meeting of at least seventy five percent (75%) of the members present and entitled to vote shall be required for the approval of the dissolution of the local PTA/PTSA.

Section 18. One (1) president shall preside over local PTA/PTSA associations as prescribed in its bylaws.

Section 19. One (1) treasurer shall be responsible for all PTA/PTSA funds and finances.

Section 20. A local unit is required to file a 990 or 990EZ per IRS regulations. A copy of the report filed shall also be forward to the state office within 15 days of filing.

Section 21. The local PTA/PTSA fiscal year shall begin and end as designated in its bylaws with the ending-date

the last day of a calendar month.

#ARTICLE VII: MEMBERSHIP AND DUES

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

Section 2. Membership in Virginia PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of National PTA.

Section 3. Each local PTA/PTSA shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 4. Each member of a local PTA/PTSA shall pay such annual dues to said association as may be prescribed by the association. The amount of such dues shall include the portion payable to Virginia PTA of one dollar (\$1.00) per annum, (the "state portion") and the portion payable to the National PTA of two dollars and twenty-five cents (\$2.25) per annum, (the "national portion").

Section 5. Only members of a local PTA/PTSA shall be eligible to vote in the business meetings of such PTA/PTSA or to serve in any of its elected or appointed positions.

Section 6. The amount of the state portion of each member's dues shall be determined by Virginia PTA.

Section 7. Virginia PTA shall make remittances, on a monthly basis, to the National PTA of the amounts due to the National PTA. Each remittance shall be accompanied by a statement of the dues received by Virginia PTA from all local PTA/PTSAs within its area for the month covered by the report. Such statement shall show the name and location of each local PTA/PTSA, the amount paid by it to Virginia PTA, and the number of new members in each local unit.

Section 8. PTSAs with students in secondary schools shall offer membership to students.

Section 9. All memberships received during the fiscal year ending June 30 shall expire the following October 31.

Section 10. A person may hold membership in one or more local PTA/PTSA units upon payment of all-inclusive dues as required in each local unit bylaws.

Section 11. Payment of State and National Due

- a. The state and national portions of the dues paid by each member of a local PTA/PTSA shall be the property of Virginia PTA and National PTA, respectively, and shall not be included in the local unit's budget.
- b. Membership dues shall be remitted to the treasurer of Virginia PTA at Virginia PTA office on or before December 1. Additional membership dues received after December 1 shall be remitted to Virginia PTA treasurer on or before March 1. Membership dues received after March 1 shall be remitted to Virginia PTA treasurer on or before June 30.
- c. A list of members who joined the association during the reporting period shall be kept by the local unit and submitted to Virginia PTA when requested.

Section 12. Honorary Life Membership in Virginia PTA may be conferred for distinguished service, for which a fee shall be paid to the treasurer of Virginia PTA. This fee shall be deposited in the special Life Membership-Scholarship Fund of Virginia PTA. Honorary Virginia Life Membership entitles a recipient to attend the State Convention as a non-voting participant without payment of the registration fee.

Section 13. A holder of State Life Membership may be an active member only upon payment of dues in a local PTA/PTSA unit.

ARTICLE VIII: NOMINATIONS AND LEADERSHIP DEVELOPMENT COMMITTEE (NLDC)

Section 1. The Nominations and Leadership Development Committee (NLDC), consisting of seven (7) members from the Board of Managers, one (1) from each of the six (6) regions, and one (1) at-large, shall be elected by ballot by the Board of Managers at its post-convention meeting in each election year. The six (6) nominees, one (1) from each region, who receive the highest number of votes and the at-large nominee who receives the highest number of votes shall constitute a committee. The seven (7) nominees, one (1) from each region and one (1) at-large, receiving the next highest number of votes shall be named alternates. The committee shall elect its own chairman.

- a. Each member of this committee shall serve a term of two (2) years and shall not be eligible to serve consecutive terms.
- b. Only currently serving Board of Managers members shall be eligible to serve on the NLDC Committee.

Section 2. The NLDC shall:

- a. Select one (1) eligible nominee for each office and/or standing committee chairman position;
- b. Develop and implement strategies, activities, and materials that encourage and cultivate PTA leadership at all levels of Virginia PTA.;
- c. Report nominees for officer position to the convention at the first general meeting, at which time additional nominations may be made for the floor, provided the nominee meets state requirements and consent of the nominee has been secured;
- d. Nominees from the floor must provide written intent to the state president at least thirty (30) days prior to the first day of convention.

Section 3. In the event of a midterm vacancy for any office or standing committee chair person, the NLDC members shall reconvene to select one (1) eligible candidate to fill such vacancy according to these bylaws.

ARTICLE IX: COMMITTEE ON ELECTION

Section 1. A committee on election of seven (7) members from the Board of Managers, one (1) from each of the

six (6) regions, and one (1) at-large, shall be elected by the executive committee at its first board meeting following the election.

Section 2. The committee on election shall:

- a. Have charge of the election at the annual convention in an odd numbered year;
- b. Be responsible for collecting voting credentials from members;
- c. Have at least two (2) of its members on duty at the polls during the voting period;
- d. Be responsible for tabulation of the votes and make a complete report to the convention of the votes cast;
- e. Vacancies occurring on the committee shall be filled by the president.

ARTICLE X: OFFICERS AND THEIR ELECTION

Section 1. The officers of Virginia PTA shall be a president, a president-elect, two (2) vice-presidents, a secretary and a treasurer, who are elected for a term of two (2) years and/or shall serve until their successor is elected. The president-elect shall succeed automatically to the office of president at the end of his/her term as president-elect.

Section 2. The president-elect, two (2) vice-presidents, secretary and treasurer shall be elected at annual meeting in odd numbered years.

Section 3. The following provisions shall govern the qualifications and eligibility of persons to be officers of Virginia PTA:

- a. Each officer shall be a member of a local PTA/PTSA in Virginia;
- b. No person shall serve more than one (1) term in the office of president, president-elect, vice-president, secretary or treasurer. An officer who has served for more than one-half (1/2) of a full term shall be deemed to have served a full term in such office. A full term shall be defined as serving from one (1) election year convention to the next election year convention;
- c. A person may be nominated for president-elect, vice-president, secretary or treasurer only if he/she has served on the Board of Managers for at least one (1) term;
- d. No person shall serve on the Board of Managers in more than one (1) capacity for more than sixty (60) days;
- e. Item "d" shall not apply to members of the Board whose term expires within six months following their election.

Section 4. Officers shall be elected by the following method:

- a. Officers shall be elected at the annual convention in odd numbered years;
- b. Voting shall be by ballot, and a majority vote shall elect. However, if there is but one (1) nominee for office, election for that office may be by voice vote. The secretary shall be responsible for destroying all ballots at the end of convention;

- c. Officers shall assume their duties immediately following the close of the convention at which they were elected.

Section 5. Vacancies in any office shall be filled by the following method:

- a. A vacancy occurring in any office except that of president or president-elect, shall be filled for the unexpired term by a person elected by the Board of Managers at their next scheduled meeting. 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. The vacancy in the office of president-elect shall be filled at the next convention by the voting body. In the interim, the duties of president-elect shall be delegated by the president;
- b. In the event of a vacancy in the office of Treasurer, Secretary or either of the Vice-Presidents; a former officer could be recommended for election to fill the vacant term;
- c. Voting shall be by ballot if there is more than one nominee for the office. All ballots will be destroyed by the secretary at the end of the meeting;
- d. If a ten (10) day notice of the election is given to the members of the Board of Managers, a majority of the votes cast shall constitute an election. Without such notice a two-thirds (2/3) vote of those present and voting shall be required.

Section 6. Any officer may be removed by a two-thirds (2/3) vote of the Board of Managers, according to procedures described in the Standards Operating Procedures (SOP), whenever in their judgment the best interest of Virginia PTA will be served thereby. Such removal constitutes a vacancy in that office.

ARTICLE XI: DUTIES OF OFFICERS

Officers shall refer to the Standard Operating Procedures (SOP) for additional duties and guidelines pertaining to their office and shall perform such other duties as assigned by the president.

Section 1. The President shall:

- a. Be chief executive officer of the association. Subject to the powers vested in the Board of Managers and the executive committee, shall have general charge and supervision of the business affairs of the association and shall perform the duties usually incident to the office of president of a nonprofit corporation organized under the laws of the Commonwealth of Virginia, and subject to the powers vested by the Board of Managers and the executive committee.
- b. When authorized by the Board of Managers, shall have power to sign and execute all authorized bonds, stock certificates, mortgages, contracts, agreements or other obligations in the name of the association, and shall perform other duties and exercise such other powers as may be assigned;
- c. Preside at all meetings of Virginia PTA, the Board of Managers, and the executive committee;
- d. Submit a report of PTA work in the state for inclusion in the annual report to the National PTA;
- e. Engage a parliamentarian, on behalf of the association, to serve at the convention and at such other meetings as the president may designate and to render such other services as the president may deem advisable.;

- f. Coordinate the work of officers and committees in order that the purposes of the PTA may be promoted;
- g. Have the authority to create or appoint special committees;
- h. Serve as ex-officio of all committees except the NLDC.

Section 2. The President-Elect shall:

- a. Work by direction of and in cooperation with the president and fulfill such other duties as may be assigned by the president;
- b. Perform the duties and exercise the powers of the president in the absence or inability of that officer to serve.

Section 3. The First Vice-President shall:

- a. Be responsible for all training;
- b. Act as an aide to the president and shall perform the duties of the president and/or the president-elect in the absence or inability of those officers to serve.

Section 4. The Second Vice-President shall:

- a. Be responsible for membership;
- b. Act as aide to the President

Section 5. The Secretary shall:

- a. Record the minutes of meetings of Virginia PTA, the Board of Managers and the executive committee. Copies of all minutes shall be sent to the State Office within fifteen (15) days;
- b. Notify all nominees for officers and chairmen of standing committees of election results;
- c. Conduct all correspondence authorized by the annual convention, the Board of Managers or the executive committee;
- d. Ensures that all ballots are destroyed after votes.

Section 6. The Treasurer shall:

- a. Be the custodian of the funds of Virginia PTA and deposit them in a depository approved by the Board of Managers;
- b. Disburse the funds of Virginia PTA in accordance with the budget approved by the Board of Managers and/or upon direction of Virginia PTA, the Board of Managers or the executive committee;
- c. Present a statement of accounts at all meetings of the Board of Managers and of the executive committee and at other times as requested by the president;

- d. Remit monthly to the national treasurer all monies due the National PTA, accompanied by a statement giving the name and location of each local PTA/PTSA, the amount paid by it to the State PTA and the number of members in each local unit;
- e. Close the books at the end of the fiscal year and submit them for audit to a certified public accountant approved by the executive committee. The approved audit shall be published in the next official publication of the Virginia PTA;
- f. Submit a financial report in the official publications of the Virginia PTA at least thirty (30) days prior to the annual meeting. This report shall be included in the material given to delegates at the annual meeting;
- g. Receive the audited financial report from the Certified Public Accountants;
- h. Under direction of the executive committee ensure adequate bonding and liability insurance is purchased by Virginia PTA to protect all assets;

ARTICLE XII: BOARD OF MANAGERS

Section 1. The elected officers of Virginia PTA, directors or their alternates and the chairmen of standing committees shall constitute the Board of Managers. Each board member shall be a member of a local PTA/PTSA unit chartered by Virginia PTA.

Section 2. A PTA/PTSA member shall not serve as a voting member of a constituent association's board at the local, council, district, region, state or national level while serving as a paid employee of, or under contract to, that constituent association.

Section 3. The Board of Managers shall:

- a. Have authority over the affairs of Virginia PTA during the interim between its annual convention, except those specifically delegated to the executive committee. It may not, however, modify any action taken by the convention;
- b. Decide all questions involving failure of its members or its authorized divisions to comply with the bylaws of Virginia PTA, by a two-thirds (2/3) vote of the entire Board by ballot;
- c. Adopt rules for the transaction of business and practices for carrying on the program of Virginia PTA, provided they do not conflict with these bylaws;
- d. Consider legislative issues arising between conventions according to the SOP;
- e. Be authorized to create special committees;
- f. Adopt at its winter meeting:
 - 1. A budget for the following fiscal year;
 - 2. Any changes in the budget during the year following reports by the budget chairman;

3. Virginia PTA Legislation Program. Legislative action items and changes in policy statements shall be presented to local units for adoption.
- g. Determine from time to time the geographic boundaries of the districts and regions which make up Virginia PTA;
- h. Send all final reports of significant projects, outstanding achievements, official and legal documents to the State Office to be placed in permanent files in Virginia PTA archives no later than fifteen (15) days after leaving the office;
- i. Consider, review and approve proposed bylaws amendments as placed forward by the committee on bylaws according to direction of these bylaws and the SOP.

Section 4. Regular meetings of the Board shall be held in the winter; immediately before each annual meeting; after the annual meeting in an election year; and at such other times as the Board itself may determine.

- a. Special meetings may be called by the president or shall be called upon the written request of five (5) members of the Board of Managers.
- b. At least thirty (30) days' notice of regular meetings and ten (10) days' notice of special meetings of the Board of Managers shall be given.

Section 5. Fifteen (15) members of the Board of Managers shall constitute a quorum for the transaction of business.

ARTICLE XIII: EXECUTIVE COMMITTEE

Section 1. There shall be an executive committee of Virginia PTA comprised of the elected officers, one district director representative, one standing committee chair representative, and the state extension chair.

Section 2. The executive committee shall:

- a. Perform the duties delegated to it in these bylaws;
- b. Transact the business of Virginia PTA between meetings of the Board of Managers, provided the action of the committee not conflict with that of the Board or of Virginia PTA;
- c. Submit to the Board of Managers such recommendations as it deems advisable;
- d. Employ the professional staff to direct the activities of the State Office, under the general supervision of the president; authorize positions necessary to perform the work of Virginia PTA; fix salaries and make provisions for the welfare and security of all office personnel;
- e. Approve the tentative program for the annual meeting of Virginia PTA at the winter board meeting;
- f. Decide questions of cooperation with other state organizations.

Section 3. The executive committee shall meet in regular session immediately before the winter and fall meetings of the Board of Managers and once in the spring. The fall meeting shall be held within seventy-five (75) days after the election.

- a. A special meeting shall be called by the president for orientation for chairmen of standing committees

within seventy-five (75) days of the annual meeting in an election year.

- b. A special meeting of the executive committee shall be held at the call of the president or upon the request of three (3) members of the committee provided at least three (3) days' notice is given, except under emergency conditions wherein a quorum of the executive committee is present for the Board of Managers meeting or other related meeting.
- c. Only the President shall have the authority to call for an electronic vote. The established quorum of the executive committee shall prevail. Results must be recorded in the minutes. Rules governing electronic voting shall be established.
- d. A majority of the total number of members of the executive committee shall constitute a quorum for the transaction of business.

ARTICLE XIV: COMMITTEES

Section 1. Standing committees may be created by the Board of Managers as deemed necessary to promote the purposes and to carry on the work of Virginia PTA.

- a. Each standing committee shall consist of a state chairman, who shall be a member of the Board of Managers, and such other persons as may be approved by the executive committee. All standing committees shall include a minimum of one member at large.
- b. Chairmen of standing committees shall be elected for a term of two (2) years. No chairman shall be eligible to serve in the same capacity for more than two (2) consecutive terms.

Section 2. A vacancy occurring in the chairmanship of a standing committee shall be filled by the Executive Committee at its next regular meeting, provided notice of the vacancy has been given in the call for the meeting. Nominations shall be made from the floor provided the consent of the nominee has been secured. If a ten (10) day notice is given to the Executive Committee members, a majority of the votes cast shall constitute an election. Without such notice, a two-thirds (2/3) vote of those present and voting shall be required.

ARTICLE XV: COUNCILS

Each officer or board member of a council shall be a member of a local PTA/PTSA within its area. A council is a group of Virginia PTA units within a designated area approved and authorized by the Board of Managers and must consist of at least three (3) local PTA/PTSA units.

#Section 1. The purpose of a council shall be:

- a. To promote the purposes and mission of Virginia PTA;
- b. To strengthen the local units in its membership;
- c. To provide for conference and cooperation among the member units on matters of mutual concern within the council boundaries.

- d. A council shall not legislate for local units in its membership.
- e. Councils may address legislative items or issues in its area, if the position on the legislative item or issue does not conflict with that of Virginia PTA Legislation Program. The council's name must be used and not that of Virginia PTA.
- f. A minimum of four (4) council meetings a year is required.
- g. One (1) president shall preside over PTA councils as prescribed in its bylaws.
- h. One (1) treasurer shall be responsible for all funds and finances of the council.

#Section 2. A council in good standing shall be defined as:

- a. Adheres to the purposes and basic policies of the PTA;
- b. Has a minimum of three (3) elected officers, to include president and treasurer;
- c. Has bylaws approved every five (5) years according to the procedures of Virginia PTA;
- d. Submits local unit officer's contact information form and verification of local unit's employer identification number (EIN) to the state office immediately upon election of officers and no later than June 15 annually;
- e. Submits a copy of the fiscal year-end audit report and minutes of the meeting at which it was adopted shall be sent to the state office within thirty (30) days following the adoption of the audit report by the general membership;
- f. Submits a copy of the filed 990/990EZ to the state office within 15 days of filing;
- g. Meets other criteria as shall be prescribed by Virginia PTA.

ARTICLE XVI: DISTRICTS

Section 1. Relationship with Virginia PTA, councils and local units:

- a. Districts are geographical divisions of Virginia PTA designated by the Board of Managers for the purpose of administering the work of the PTA and shall be governed by the bylaws of Virginia PTA;
- b. Members of the State Board of Managers residing in the district and council presidents shall be members of the district executive board;
- c. The state president and the president-elect shall serve in an advisory capacity to the district executive committee;
- #d. The district shall not legislate for councils or local units;
- #e. A local PTA/PTSA shall be a member of the geographical district as designated by Virginia PTA;
- #f. The district shall act as liaison between Virginia PTA and local units, to coordinate policies and current

programs of local units with those of Virginia PTA.

#Section 2. The district shall be financed through the budget of Virginia PTA.

Section 3. Officers and their Election

- #a. Officers shall be one (1) district director, one (1) or more assistant district directors, a secretary, a treasurer, or a secretary/treasurer;
- b. Officers shall be elected for a term of two (2) years and/or until their successors are elected. No district officer shall serve more than two (2) consecutive terms in the same office. A person who has served in an office for more than one-half (1/2) of a full term shall be deemed to have served a full term in such office;
- c. Only members of local PTA/PTSA units in good standing within the district shall be eligible to hold office.

#Section 4. District bylaws shall be approved on behalf of the Board of Managers by Virginia PTA Bylaws Committee or its designee every five (5) years.

ARTICLE XVII: ANNUAL MEETING

Section 1. A regular convention of Virginia PTA shall be held annually, the time and place to be designated by the Board of Managers.

- a. The call to convention shall be sent from the State Office to members of the Board of Managers, council presidents, and local presidents at least forty five (45) days before the convention and shall be published in the official publications of Virginia PTA. Local unit presidents shall be responsible for informing their membership of the time and place of the convention.
- b. The call to convention shall state the order of events with precedence being given to necessary convention business.

Section 2. The annual convention shall be the governing body of Virginia PTA.

- a. The voting body at convention shall consist of members of the Board of Managers, council presidents or alternates chosen by their councils and accredited delegates from local units in good standing.
- b. Each local unit in good standing shall be entitled to be represented by its president or alternate and by two (2) delegates or alternates for the first two hundred (200) members or less and an additional delegate or alternate for each one hundred (100) members or major fraction thereof in addition to the first two hundred (200), as shown on the books of the state treasurer at the close of the previous fiscal year, or for new local associations, ten (10) days prior to the first day of convention.
- c. The convention shall be open to all members, upon payment of a registration fee determined by the Board of Managers, but the privilege of making motions, debating and voting shall be limited to the voting body as defined in these bylaws.

Section 3. Resolutions to be considered must be received by Virginia PTA state office post-marked no later than midnight sixty (60) days prior to the first day of convention.

- a. Emergency resolutions pertaining to events which have become public knowledge after the submission deadline must be submitted in person by the maker of the resolution to the chairperson of the Resolutions Committee no later than 6:00 p.m. on the first day of the convention and must be brought to the convention floor for consideration with a two-thirds (2/3) vote of the delegates.
- b. Convention resolutions with legislative intent adopted at the annual convention shall become part of Virginia PTA Legislation Program.

Section 4. One hundred (100) delegates present and voting representing a majority of the districts, shall constitute a quorum for convention.

Section 5. In the event of a state or national emergency, such as war, epidemic, or disaster, the convention may be cancelled. If cancelled in an election year, current officers would continue to serve until the emergency has passed and a convention can be held.

ARTICLE XVIII: NATIONAL CONVENTION

#Section 1. Virginia PTA shall be entitled to accredit to the annual convention as its delegates:

- a. The president of Virginia PTA;
- b. One (1) additional delegate from among the members of the state PTA for each one thousand (1,000) members, or major fraction thereof, of Virginia PTA, as shown on the books of the treasurer of the National PTA as of March 31 preceding the annual convention.

Section 2. The selection of the delegates and alternates shall be authorized by the Board of Managers.

ARTICLE XIX: VIRGINIA PTA STATE OFFICE

A state office shall be maintained and shall be under the general supervision of the president of Virginia PTA.

ARTICLE XX: FISCAL YEAR

The fiscal year of Virginia PTA shall begin on July 1 and end on the following June 30.

#ARTICLE XXI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the National PTA and its constituent associations in all cases in which they are applicable and in which they are not in conflict with these bylaws, and the bylaws of the National PTA, or the articles of incorporation.

ARTICLE XXII: AMENDMENTS TO VIRGINIA PTA BYLAWS

Section 1. These bylaws may be amended at an annual meeting by a two-thirds (2/3) vote of those present and voting, provided the amendments have been approved by the Board of Managers and notice of proposed amendments has been provided to constituent associations forty-five (45) days prior to the opening of the annual meeting.

#Section 2. The adoption of an amendment to any provision of these bylaws identified by a number symbol shall serve automatically to amend the bylaws of the local units and councils to conform to the action taken by the state convention. Notwithstanding the automatic character of the amending process, the local units and council shall promptly incorporate such amendments in their respective bylaws.

Section 3. The Board of Managers by a majority vote may authorize the bylaws committee to submit for approval by the delegates at the next convention, a revised set of bylaws as a substitute for the existing bylaws.

Section 4. Amendments or a revision of Virginia PTA Bylaws shall be submitted to the National PTA. (Required by the National PTA.)

Required by Virginia PTA in all district, council and local unit bylaws.