



VIRGINIA PTA

APPROVAL OF COUNCIL UNIFORM BYLAWS

This Council PTA/PTSA (hereinafter “council”) is organized under the authority of the Virginia Congress of Parents and Teachers (hereinafter “Virginia PTA”), a branch of the National Congress of Parents and Teachers (hereinafter “National PTA”).

Name of local PTA/PTSA: _____

Address: _____

City: _____ State: _____ Zip: _____

Employer Identification Number (EIN): _____

These uniform bylaws were adopted under the direction of the Virginia PTA Board of Directors by voting delegates at the Virginia PTA Annual Meeting on May 21, 2022, and ***shall be kept with the permanent records of this council.***

Approved on behalf of the Board of Directors of the Virginia PTA:



Janet Brown

State President Signature

Scott Rhyne

State Secretary Signature

May 21, 2022

Date

Contents

| | |
|--------------------------------------------------------------------------------------------|----|
| PTA MISSION | 3 |
| PTA VALUES..... | 3 |
| ARTICLE 1: PURPOSE | 3 |
| ARTICLE 2: PRINCIPLES..... | 4 |
| ARTICLE 3: RELATIONSHIP WITH NATIONAL PTA, VIRGINIA PTA AND CONSTITUENT ASSOCIATIONS | 5 |
| ARTICLE 4: MEMBERSHIP AND DUES | 8 |
| ARTICLE 5: OFFICERS AND THEIR ELECTION | 9 |
| ARTICLE 6: DUTIES OF OFFICERS..... | 11 |
| ARTICLE 7: EXECUTIVE COMMITTEE | 12 |
| ARTICLE 8: EXECUTIVE BOARD | 13 |
| ARTICLE 9: COMMITTEES | 16 |
| ARTICLE 10: VOTING BODY | 17 |
| ARTICLE 11: GENERAL MEMBERSHIP MEETINGS..... | 17 |
| ARTICLE 12: FISCAL YEAR | 18 |
| ARTICLE 13: AMENDMENTS TO VAPTA UNIFORM BYLAWS | 18 |
| ARTICLE 14: ADAPTING UNIFORM BYLAWS..... | 18 |
| ARTICLE 15: PARLIAMENTARY AUTHORITY..... | 19 |
| ARTICLE 16: APPLICATION OF THESE UNIFORM BYLAWS..... | 19 |

PTA MISSION

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

PTA VALUES

Collaboration: We will work in partnership with a wide array of individuals and organizations to broaden and enhance our ability to serve and advocate for all children and families.

Commitment: We are dedicated to children's educational success, health, and well-being through strong family and community engagement, while remaining accountable to the principles upon which our association was founded.

Diversity: We acknowledge the potential of everyone without regard, including but not limited to: age, culture, economic status, educational background, ethnicity, gender, geographic location, legal status, marital status, mental ability, national origin, organizational position, parental status, physical ability, political philosophy, race, religion, sexual orientation, and work experience.

Respect: We value the individual contributions of members, employees, volunteers, and partners as we work collaboratively to achieve our association's goals.

Accountability: All members, employees, volunteers, and partners have a shared responsibility to align their efforts toward the achievement of our association's strategic initiatives.

ARTICLE 1: PURPOSE

Section 1. Objectives. The purposes this council, in common with those of the VIRGINIA CONGRESS OF PARENTS AND TEACHERS, a Virginia nonstock corporation ("Virginia PTA"), and the National Congress of Parents and Teachers, a District of Columbia nonprofit corporation ("National PTA"), will hereafter pursue are:

- A. To promote the welfare of children and youth in home, school, places of worship, and throughout the community.
- B. To raise the standards of home life.
- C. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth.
- D. To promote the collaboration and engagement of families and educators in the education of children and youth.
- E. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth, and

F. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

Section 2. Awareness. The purposes of this council are promoted through advocacy and education in collaboration with parents, families, teachers, educators, students, and the public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic principles set forth in Article 2.

Section 3. Federal Status. This council is organized and shall operate exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”) of the Virginia PTA. It is intended that the council will qualify and shall operate at all times as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and that it will qualify and shall operate at all times as an organization to which deductible charitable contributions may be made pursuant to Sections 170(c)(2), 2106, 2055, or 2522 of the Internal Revenue Code. No dividends shall be paid, no distributions shall be made, and no part of the net earnings of the council shall inure to the benefit of any member, incorporator, organizer, trustee, director, or officer of the council or any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, except that reasonable compensation may be paid for services rendered to or for the council in furtherance of one or more of the council's purposes. No member, incorporator, trustee, organizer, director, officer, or private individual shall be entitled to share in the distribution of any council assets upon its dissolution. Notwithstanding any other provisions of these bylaws, the council shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) receives contributions that are deductible under Sections 170(c)(2), 2106, 2055, or 2522 of the Internal Revenue Code.

ARTICLE 2: PRINCIPLES

The following are basic principles of this council in common with those of Virginia PTA and National PTA:

- A. The council shall be noncommercial, nonsectarian, and nonpartisan.
- B. The council shall work to engage and empower children, families, and educators within schools and communities to provide quality education for all children and youth and shall seek to participate in the decision-making process by influencing school policy and advocating for children’s issues, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.

C. The council shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among families, schools, and the community at large.

D. Commitment to inclusiveness and equity, knowledge of the Virginia PTA, and professional expertise shall be guiding principles for service in Virginia PTA.

ARTICLE 3: RELATIONSHIP WITH NATIONAL PTA, VIRGINIA PTA AND CONSTITUENT ASSOCIATIONS

Section 1. The governing documents of a constituent association include (a) the bylaws of such association and (b) the certificate of incorporation and 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 2. The council shall be organized and chartered under the authority of Virginia PTA in the area in which the council functions, in conformity with such rules and regulations as provided by the Virginia PTA, not in conflict with the bylaws of Virginia PTA or National PTA.

Section 3. Virginia PTA shall issue to each council a charter evidencing the due association and good standing of the council. A council in good standing shall:

A. Adhere to the purposes and basic policies of the Virginia PTA and National PTA.

B. Have a minimum of three (3) elected officers, to include one (1) president, a secretary, and one (1) treasurer.

C. Have a minimum of four (4) council meetings a year.

D. Submit council unit officers' contact information form and verification of council unit's employer identification number (EIN) to the Virginia PTA, as prescribed by the Virginia PTA, by June 15 annually.

E. Maintain on-file with the Virginia PTA records adapting council bylaws to the needs of the council, as prescribed by the Virginia PTA.

F. Submit a copy of the fiscal year-end financial review, and any interim financial reviews prepared since the previous year-end financial review, as prescribed by the Virginia PTA, by August 1 annually. Such financial reviews need not be adopted by the general membership at the time they are submitted to the Virginia PTA state office. They shall be submitted for adoption at the next general membership meeting, however, and the Virginia PTA state office shall be notified promptly if the general membership fails to adopt any such financial review.

G. Submit a copy of the filed Form 990N, 990EZ, or 990 to the Virginia PTA, as prescribed by the Virginia PTA, by August 1 annually.

H. Submit proof of insurance to the Virginia PTA, as prescribed by the Virginia PTA, by June 15 annually.

Proviso: For 2022, the deadline for submitting proof of insurance to the Virginia PTA is October 1, 2022.

I. Meet other criteria as shall be prescribed by the Virginia PTA.

Section 5. The adoption of an amendment to any provision of the bylaws of National PTA or Virginia PTA shall serve automatically and without the requirement of further action by the council to amend correspondingly the Organizational Structure Form of the council.

Section 6. Each officer or board member of a council shall be a member in good standing of a local PTA/PTSA unit in good standing chartered by the Virginia PTA within the council boundaries.

Section 7. Each council 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 council including, specifically, the number of its members, and the dues collected from its members. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of Virginia PTA or, where directed by the committee on state and local relations. Such authorized representative shall have full access in cases where account information and records are required from banks.

Section 8. There will be no proxy voting by the council nor any constituent association of National PTA. Voting by proxy is prohibited.

Section 9. The members of the nominating committee for officers of a council shall be elected by the voting body.

Section 10. A PTA/PTSA member shall not serve as a voting member of a National PTA constituent association's board at the local, council, state or national level while serving as a paid employee of, or under contract to, that constituent association.

Section 11. Councils shall not legislate for local PTA/PTSA units; that is a council shall not impose any action on the local PTA/PTSA units. However, by a majority vote of the local PTA/PTSA units in its general membership, the council may initiate action in matters of common interest within council boundaries. Councils may address legislative items or issues if the position on the legislative item or issue does not conflict with that of the Virginia PTA Legislative Program and such legislative advocacy does not conflict with or jeopardize the council's or Virginia PTA's tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code. The council's name must be used and not that of Virginia PTA.

Section 12. The council fiscal year shall begin and end as designated in the bylaws with the ending date the last day of a calendar month.

Section 13. The charter of the council shall be subject to withdrawal and the status of the council as a Virginia PTA unit shall be subject to termination, in the manner and under the circumstances provided in the bylaws of Virginia PTA.

Section 14. This council is obligated upon withdrawal of its charter by Virginia PTA to:

- A. 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. Cease and desist from the further use of any name that implies or connotes association with Virginia PTA, National PTA, or status as a constituent association of the Virginia PTA or the National PTA.
- C. Carry out promptly, under the supervision and direction of Virginia PTA, all proceedings necessary for the purpose of dissolving such council.

Section 15. Any dissolution of a council and termination of its affairs shall take place in the following manner:

- A. The council's executive board (and the council's board of directors if such council is a Virginia nonstock corporation) shall adopt a written resolution recommending that the council be dissolved and directing that the question of such dissolution be submitted to a vote at a special in-person meeting, at which ballots on the question of dissolution will be collected, of the council's voting body having voting rights at the time of the meeting.
 - 1. Only those funds approved by the council's voting body in the current budget year may be spent.
 - 2. Written notice of the adoption of such resolution accompanied by a copy of the notice of the special meeting for the council's voting body shall be given to the president of the Virginia PTA at least thirty (30) days before the date fixed for such special meeting of the members.
 - 3. The council shall provide a complete membership list including contact information to the Virginia PTA 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 dissolving the council shall be given to each local unit at least thirty (30) days prior to the date of such meeting. Such meeting shall be held only during the academic school year.
- C. A dissolution quorum must be met for the voting body of the council to consider the resolution to dissolve. The dissolution quorum includes the required quorum for general membership meetings per council bylaws plus a majority of the executive board members. Unless a greater vote is required by the Virginia Nonstock Corporation Act (1950), as amended ("Act") (if the council is a Virginia nonstock corporation), the

affirmative vote by at least two-thirds (2/3s) of those with voting rights at a meeting with a dissolution quorum present shall be required to approve the dissolution.

D. Prior to the vote on dissolution, the president of the Virginia PTA, or their designated representative, shall be permitted to attend the meeting, either in-person or, at the option of the president or representative, remotely in a manner that allows the president or representative to see and hear the meeting attendees and that allows the meeting attendees to see and hear the president or representative, and shall be allowed to speak for a minimum of sixty (60) minutes followed by a maximum of sixty (60) minute question and answer session.

E. Voting shall be by ballot.

F. Only the voting body of the council on the date of adoption of the resolution and who continues to be the voting body on the date of the special meeting shall be entitled to vote on dissolution.

G. Upon the dissolution of the council, after paying or adequately providing for the debts and obligations of the council, the council's financial holdings, property, all records and all remaining assets shall be distributed to the Virginia PTA to be held in escrow and, if not claimed by the resolved unit within two (2) years, shall remain with the Virginia PTA in order to further the mission and purpose of the Virginia PTA.

H. Upon adoption to dissolve, the council's charter will be withdrawn by the Virginia PTA in accordance with the Bylaws of the Virginia PTA, unless such charter was previously withdrawn by the Virginia PTA.

ARTICLE 4: MEMBERSHIP AND DUES

Section 1. Membership in the council shall consist only of local PTA/PTSA units in good standing chartered by Virginia PTA as authorized by National PTA, within this council boundaries, upon payment of dues.

Section 2. Local PTA/PTSA units may join as members of a council at any time after being chartered by Virginia PTA.

Section 3. Each local PTA/PTSA unit in membership of this council shall pay annual dues as determined by the voting body of the council.

Section 4. The annual dues for membership in this council shall be an amount for each local PTA/PTSA unit that is a member of the council.

Section 5. Only the voting body of this council may participate in the business of the council.

Section 6. Only members in good standing of local PTA/PTSA units that are members of this council shall be eligible to serve in any of its elected or appointed positions.

Section 7. Delegates from a local PTA/PTSA unit whose dues to the council are in arrears shall not participate in the business of the council.

Section 8. Virginia PTA Honorary Life Membership may be conferred for distinguished service, for which a fee shall be paid to Virginia PTA. This fee shall be deposited in the special Life Membership Scholarship Fund of Virginia PTA. Virginia PTA Honorary Life Membership entitles a recipient to attend the Virginia PTA annual meeting as a non-voting participant without payment of the registration fee.

Section 9. A holder of a Virginia PTA Honorary Life Membership or National PTA Life Achievement Award may be an active member only upon payment of dues in a local PTA/PTSA unit.

Section 10. The Virginia PTA or National PTA may terminate or restrict the membership or participation of an individual in the council or impose other disciplinary actions on an individual pursuant to the bylaws, policies, and procedures of the Virginia PTA or the bylaws, policies, and procedures of the National PTA, respectively.

ARTICLE 5: OFFICERS AND THEIR ELECTION

Section 1. The elected officers of this council shall be a president, a secretary, and a treasurer.

Proviso: Units currently with the president-elect structure will be allowed to continue this structure until election year 2023.

Section 2. Only members in good standing of a local PTA/PTSA unit in good standing with membership in the council shall be eligible to hold office, and to serve on the executive committee, executive board, standing or special committees, or to serve as a delegate or alternate to the council.

Section 3. Nominating committee:

A. Each member of the nominating committee must be a member of a local PTA/PTSA unit in good standing with membership in the council.

B. The nominating committee shall consist of an uneven number, not less than three (3) members, who shall be elected by the members of this council at its regular general membership meeting at least two (2) months prior to the election of officers. The committee shall elect its own chairman.

C. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees to the members at a regular general membership meeting at least thirty (30) days prior to the general membership election meeting. If the nominating committee is unable to recruit a candidate for an office that the nominating committee determines is qualified and who is willing to serve, the nominating committee shall declare the position "VACANT" to provide notice that nominations from

the floor shall be necessary to fill the position. Similarly, if a nominating committee is not formed in a timely manner, then for each office for which there is or will be a vacancy, nominations shall be received from the floor. At the general membership election meeting, additional nominations may be made from the floor.

D. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to such office.

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

A. Officers shall be elected at the last general membership meeting of the fiscal year.

B. If there is more than one nominee for office, then the voting shall be by ballot. A majority of the votes cast at a meeting with quorum shall constitute which nominees are elected. However, if there is but one nominee for office, election for that office may be by voice vote. If by ballot vote, the secretary shall be responsible for destroying all ballots at the end of the general membership election meeting.

C. Officers shall take office by July 1.

Section 5. Officers shall serve for a term of either one (1) or two (2) year(s) or until their successors are elected. No person shall hold more than one (1) elected office at a time for this council. No council officer shall serve more than two (2), three (3), or four (4) consecutive terms, as approved by the voting body on the Organizational Structure Form. No council officer shall exceed four (4) years in the same office. Officers who have 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.

Section 6. Vacancies in any office shall be filled by the following method:

A. A vacancy occurring in any office except that of president shall be filled for the unexpired term by a person elected by a majority vote of the executive board within sixty (60) days. In case of a vacancy in the office of president, the first vice president, if any, shall become president and shall hold office for the balance of the term. In the interim, the duties of the vice president shall be delegated by the president.

B. Instead of filling a vacancy under subsection A, the executive board may choose to have the general membership elect an individual to fill the vacancy for the unexpired term.

C. In the event of a vacancy in the office of president and the absence of a vice president, the general membership shall elect the next president.

D. If there is more than one nominee for any office, then the voting shall be by ballot. However, if there is but one nominee for office, election for that office may be by voice vote. If by ballot vote, the secretary shall be responsible for destroying all ballots at the end of the meeting.

E. When a ten (10) day notice of the election is given, a majority of votes cast at a meeting with quorum shall constitute an election. Without such notice, a two-thirds (2/3s) vote of those present at a meeting with quorum shall be required.

ARTICLE 6: DUTIES OF OFFICERS

Section 1. The president shall:

- A. Preside at all meetings of the council.
- B. Coordinate the work of the officers and committees of the council in order that the purposes may be promoted.
- C. Submit council unit officers' contact information form and verification of council unit's employer identification number (EIN) to the Virginia PTA state office immediately upon election of officers annually.
- D. Support mission of the council's local PTA/PTSA units, National PTA, and Virginia PTA within the council boundary.
- E. Serve as an ex-officio member of all committees of this council except the nominating committee.

Section 2. The president-elect shall:

- A. Act as aide to the president.
- B. Perform duties of the president in the absence or inability of that officer to act.
- C. Understand that by accepting the nomination of president-elect, they agree to automatically succeed to the office of president at the end of their term as president-elect.
- D. Perform other delegated duties as assigned.

PROVISIO: This position is only for local units with an approved president-elect position. It is not required to elect a president-elect. Until phased out, the president-elect shall be the first vice president for the purposes of succession for the office of the president. Position to be phased out election year 2023.

Section 3. The vice president(s) shall:

- A. Act as aide(s) to the president.
- B. In their designated order, perform the duties of the president in the absence or inability of the president to act. If more than one vice president, the executive board must list a job title for each vice president as approved by voting body on the Organizational Structure Form.

C. Perform other delegated duties as assigned.

Section 4. The secretary shall:

A. Record the minutes of all meetings of the council.

B. Keep the official copy of the council bylaws in his/her files.

C. Keep an accurate roster of the names of each local PTA/PTSA unit in the council's membership, the names and address of local PTA/PTSA unit officers and delegates, and the names and addresses of the members of the council executive board.

D. Perform other delegated duties as assigned.

Section 5. The treasurer shall:

A. Have custody of all the funds and finances of the council.

B. Keep a full and accurate account of receipts and expenditures as described in these bylaws.

C. Make disbursements as authorized by the president, executive board, or council in accordance with the budget adopted by the voting body.

D. Have checks or vouchers signed by two (2) officers, preferably the treasurer and the president.

E. Present a written financial statement at every meeting of the council and at other times when requested by the executive board.

F. Prepare an annual financial report at the close of the fiscal year.

G. Have the accounts examined according to the auditing procedures outlined in these bylaws.

H. Submit a copy of the fiscal year-end financial review, and any interim financial reviews prepared since the previous year-end financial review, as prescribed by the Virginia PTA, by August 1 annually.

I. Submit a Form 990N, 990EZ, or 990 per IRS regulations. A copy of this form shall be sent to the to the Virginia PTA, as prescribed by the Virginia PTA, by August 1 annually.

J. Perform other delegated duties as assigned.

Section 6. All officers shall perform the duties outlined in these bylaws. Upon the expiration of the term of office or in case of resignation or removal, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office.

ARTICLE 7: EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers of the council.

Section 2. The executive committee shall:

- A. Develop goals for the council for presentation to the executive board and council membership for approval by the voting body.
- B. Appoint special and standing committee chairmen and members of the standing and special committees, except for the nominating committee.
- C. Remove standing and special committee chairs and members of the standing and special committees, except for the nominating committee, with or without cause.

Section 3. The executive committee shall meet within thirty (30) days after their election for the purpose of appointing standing committee chairmen. Special committee chairmen shall be appointed as necessary. Members of the standing and special committees shall be appointed as soon as possible after the appointment of the committee chairmen.

Section 4. Meetings of the executive committee shall be held by the call of the president or a majority of the executive committee, as approved by the voting body on the Organizational Structure Form. A quorum of the executive committee shall be a majority of the members of the committee then in office.

Section 5. Only the president shall have the authority to call for an electronic meeting of the executive committee. The established quorum of the executive committee shall prevail. Results of any vote(s) taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the executive committee.

Section 6. The executive committee may hold meetings by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Some or all of the members may participate electronically at a meeting held at a central location so long as all the members can simultaneously hear each other and participate during the meeting.

ARTICLE 8: EXECUTIVE BOARD

Section 1. The executive board shall consist of the elected officers of the council and the chairs of standing committees. The superintendent of the school division or a designee thereof is an *ex officio* member of the executive board who shall have full right to participate and vote in deliberations, but who shall not be counted for purposes of determining or making quorum.

Section 2. The executive board shall:

- A. Transact necessary business in the intervals between council meetings and such other business as may be referred to it by the council and to present a report to the membership at regular meetings.
- B. Create, change or eliminate standing and special committees.

- C. Approve the plans of work of the standing and special committees.
- D. Offer advisory services and leadership training to local PTA/PTSA units.
- E. Work to strengthen the local PTA/PTSA units in its membership and assist the Virginia PTA in the formation of new local PTA/PTSA units within the council boundaries.
- F. Act as liaison between the Virginia PTA and all local PTA/PTSA units within its boundaries.
- G. Support local PTA/PTSA units in achieving and maintaining good standing status.
- H. Carry on effectively with the work of National PTA and Virginia PTA.
- I. Coordinate policies and current programs of local PTA/PTSA units with those of Virginia PTA.
- J. Provide for conference and cooperation among the member local PTA/PTSA units on matters of mutual concern within the council boundaries.
- K. Select an auditing committee or experienced auditor.
- L. Present the proposed budget to the voting body for adoption.
- M. Obtain voting body approval for any changes to the adopted budget over five hundred dollars (\$500.00) per fiscal year.

Section 3. Financial Review Procedures:

- A. A financial review committee or an experienced auditor shall be selected by the executive board prior to the end of the fiscal year. The committee shall consist of no fewer than three (3) members and no one with signature authority shall sit on the committee.
- B. The council treasurer shall submit the books to the financial review committee or the experienced auditor at the end of the fiscal year. The financial review report shall be submitted in writing to the executive board prior to finalization of the proposed budget for the coming school year.
- C. The executive board of the council shall, upon resignation of the treasurer during a term, select a financial review committee or an experienced auditor within one (1) week of the resignation. The review shall be performed with fiscal year-end financial review procedures and shall be completed within three (3) weeks of the resignation. This review shall not be performed in lieu of the year-end financial review.
- D. The newly elected treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory, and other clerical duties not requiring signatory authority until the financial review is presented to the executive board.

E. The newly elected treasurer shall submit the financial review to the Virginia PTA, as prescribed by the Virginia PTA, by August 1.

F. All reports shall be presented to the general membership for adoption by the voting body. The fiscal year-end financial review report shall be presented to the membership for adoption at the first general membership meeting held after the completion of the report. The Virginia PTA state office shall be notified promptly if the general membership fails to adopt the financial review.

G. The council is required to file a Form 990N, 990EZ, or 990 per Internal Revenue Service regulations. A copy of this form shall be sent to the Virginia PTA, as prescribed by the Virginia PTA, by August 1.

Section 4. If any member of the executive board shall at any time, cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board and from such office as the member may hold in the council by a majority vote of the executive board, provided notice of the proposed removal and the basis for removal is provided in the call for the meeting at which removal will be considered.

Section 5. The executive board shall hold meetings during the year. The time and place of meetings shall be set at the first meeting of the executive board after their election. Special meetings of the executive board may be called by the president or by a majority of the members of the executive board, as approved by the voting body on the Organizational Structure Form. A quorum of the executive board members shall be a majority of the members of the executive board then in office.

Section 6. The council shall promote the use of Virginia PTA and National PTA publications.

Section 7. The council shall be a unit of Virginia PTA in good standing as prescribed in these bylaws.

Section 8. Only the president shall have the authority to call for an electronic meeting of the executive board. The established quorum of the executive board shall prevail. Results of any vote(s) taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the executive board.

Section 9. The executive board may hold meetings by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Some or all of the members may participate electronically at a meeting held at a central location so long as all the members can simultaneously hear each other and participate during the meeting.

ARTICLE 9: COMMITTEES

Section 1. Chairmen and members of all standing and special committees shall be members of a local PTA/PTSA units in good standing, chartered by the Virginia PTA, and holding council membership.

Section 2. The executive board may create, change or eliminate such standing committees as it may deem necessary to promote the purposes and carry on the work of the council. Standing committee chairmen and committee members shall be appointed by the executive committee, except for the nominating committee. The term of each chairman shall be approved by the executive board on the Organizational Structure Form. No chairman shall be eligible to serve in the same capacity for more than two (2) consecutive terms.

Section 3. The executive board may create, change or eliminate such special committees as it may deem necessary or as may be directed by the council. Special committee chairmen and committee members shall be appointed by the executive committee. The term of each special committee chairman is ended upon completion of the task assigned to the committee.

Section 4. The chairman of each standing and special committee shall present a plan of work to the executive board for approval. No committee work shall be undertaken without the consent of the executive board.

Section 5. Only the committee chair shall have the authority to call for an electronic meeting of such committee. The established quorum of the committee shall prevail. Results of any votes taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the committee.

Section 6. Committees may hold meetings by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Some or all of the members may participate electronically at a meeting held at a central location so long as all the members can simultaneously hear each other and participate during the meeting.

Section 7. The quorum of any committee shall be a majority of its members.

Section 8. The president shall serve as an ex-officio member of all committees of this council except the nominating committee.

Section 9. Committee chairmen shall turn over to the president, without delay, all records, books and other materials pertaining to the committee at the end of the term served or when departing office.

ARTICLE 10: VOTING BODY

Section 1. The voting body shall consist of the members of the executive board, the president or a designee thereof from each local PTA/PTSA unit in good standing having membership with the council, and up to two delegates or their alternates (one per delegate) from each local PTA/PTSA unit in good standing having membership with the council.

Section 2. All delegates and alternates from local PTA/PTSA units in good standing having membership with the council shall be members of and authorized through the policies and procedures of their respective local PTA/PTSA units. Absent notice of such authorization from the president or secretary of a local PTA/PTSA unit, the other members of the voting body shall be authorized to accredit the delegates and alternates of the local PTA/PTSA unit.

Section 3. Members of the voting body are entitled to only one (1) vote even though they may serve in more than one position.

Section 4. The voting body shall vote on matters, including routine matters, budget, adoption of projects, adoption of bylaws, adoption of amendments to bylaws, position statements, election of nominating committee, and election of officers.

Section 5. The voting body shall have the authority to remove elected officers, with or without cause, and to hold an immediate election to fill vacancies thereby created, provided either (1) the executive board, by majority vote, instruct the secretary that such removal is to be considered at a regular or special meeting of the voting body or (2) at least ten (10) individuals eligible to serve as members of the voting body provide written notice to the secretary fifteen (15) days before the next meeting. Notice of the proposed removal shall be included in the call of the meeting, but failure to include such notice shall not void a decision by the voting body to remove one or more officers.

Section 6. Voting on routine matters may be by voice vote; however, motions requiring a two-thirds (2/3s) affirmative vote shall be by a rising vote or show of hands by the verified voting body of this council.

Section 7. All members of the voting body shall be members in good standing of local PTA/PTSA units chartered by the Virginia PTA and in good standing with the council, Virginia PTA, and National PTA.

ARTICLE 11: GENERAL MEMBERSHIP MEETINGS

Section 1. Regular meetings of the council shall be held at least four (4) times during the school year, at least ten (10) days' notice been given.

Section 2. The annual meeting shall be held in the month approved by the executive board and shall be for the purpose of electing officers, receiving reports of officers and committees, and conducting the business of the council.

Section 3. Special meetings may be called by the council president or a majority of the executive board, or a majority of the local PTA/PTSA units in membership, at least five (5) days' notice having been given.

Section 4. Council meetings shall be open to all local PTA/PTSA unit members holding membership in this council, but the privilege of making motions and voting shall be limited to the voting body.

Section 5. A quorum for the transaction of business in general meetings of this council shall consist of a majority of at least one delegate from each local PTA/PTSA unit (including such local PTA/PTSA unit's president or the president's designee) in good standing with membership in the council.

ARTICLE 12: FISCAL YEAR

The fiscal year of this council shall begin on July 1 and end on June 30.

ARTICLE 13: AMENDMENTS TO VAPTA UNIFORM BYLAWS

Section 1. These bylaws may be amended by a two-thirds (2/3s) vote of the Virginia PTA's voting body at the Virginia PTA annual meeting, provided the amendments have been approved by the Virginia PTA board of directors. Notice of the proposed amendments shall be sent to each member of the Virginia PTA board of directors, council presidents, and local PTA/PTSA presidents at least 30 days prior to the opening day of the Virginia PTA annual meeting.

Section 2. Except as otherwise provided in the amendment or a proviso thereto, amendments to these bylaws shall become effective on July 1 after the Virginia PTA annual meeting at which they were adopted.

Section 3. The Virginia Board of Directors may further amend these bylaws to incorporate changes to the Bylaws of the Virginia PTA, duly adopted at an Annual Meeting of the Virginia PTA, affecting the governance of the councils.

ARTICLE 14: ADAPTING UNIFORM BYLAWS

Section 1. Proposed adaptations of the bylaws, through adoption or amendment of an Organizational Structure Form, may be proffered by either the executive board or a committee appointed by the voting body at a meeting of the voting body.

Section 2. Notice of proposed adaptations of the bylaws shall be provided in either the call of the meeting at which such adaptations shall be considered or by oral notice at the prior general

membership meeting. Such notice shall be provided at least thirty (30) days before the general membership meeting at which the proposed adaptation will be considered.

Section 3. Unless an adaptation of the bylaws requires a higher voting threshold under the bylaws in force or policies and procedures of the Virginia PTA, or under the Act (if the council is a Virginia nonstock corporation), a proposed adaptation of the bylaws shall require a two-thirds (2/3s) vote of those present and voting at a general membership meeting at which quorum has been established.

Section 4. The executive board shall have the authority to direct the secretary to adopt ministerial changes that accord with existing adaptations—for example by adopting or amending an Organizational Structure Form that accords with the existing governance structure such as bylaw provisions previously adopted by the council that have not been directly superseded or rescinded—when necessary to comply with Virginia PTA policies and procedures for adapting council uniform bylaws.

ARTICLE 15: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern 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, the bylaws of Virginia PTA, the bylaws of National PTA, the Act, and Articles of Incorporation of the council, if any.

ARTICLE 16: APPLICATION OF THESE UNIFORM BYLAWS

The foregoing uniform council bylaws supersede any and all bylaws previously adopted, and shall be applied as the sole and exclusive bylaws of this Council.