

# VIRGINIA PTA BYLAWS

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## Contents

<b>VIRGINIA PTA BYLAWS</b> .....	3
<b>Article 1: Name</b> .....	3
<b>Article 2: Purposes</b> .....	3
<b>Article 3: Principles</b> .....	4
<b>Article 4: Relationship with Constituent Associations</b> .....	4
<b>Article 5: Membership and Dues</b> .....	6
<b>Article 6: Officers and Their Election</b> .....	8
<b>Article 7: Duties of Officers</b> .....	10
<b>Article 8: Executive Committee</b> .....	13
<b>Article 9: Board of Directors</b> .....	13
<b>Article 10: Committees</b> .....	15
<b>Article 11: Nominations Committee</b> .....	16
<b>Article 12: Regions</b> .....	17
<b>Article 13: Councils</b> .....	17
<b>Article 14: Local PTAs/PTSAs</b> .....	20
<b>Article 15: Annual Meeting</b> .....	23
<b>Article 16: Resolutions</b> .....	25
<b>Article 17: National Convention</b> .....	25
<b>Article 18: Fiscal Year</b> .....	25
<b>Article 19: Parliamentary Authority</b> .....	25
<b>Article 20: Virginia PTA, Councils, and Local Unit PTA/PTSA Bylaws Revisions and Amendments</b> .....	25
<b>Article 21: Virginia PTA Staffing</b> .....	26
<b>Provisos</b> .....	26
<b>Certification</b> .....	27

*Sections notated with an \* please check Proviso section*

# VIRGINIA PTA BYLAWS

Richmond, Virginia Branch of National Congress of Parents and Teachers

## Article 1: Name

The name of this Virginia nonstock corporation is the VIRGINIA CONGRESS OF PARENTS AND TEACHERS. It is also commonly known, and will be referred to in these Bylaws, as the “Virginia PTA.”

## Article 2: Purposes

**Section 1. Objectives.** The purpose or purposes (Objects) the Virginia PTA, in common with those of 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 the Virginia PTA 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 3.

**Section 3. Federal Status.** The Virginia PTA is organized exclusively for the charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”), as more fully set forth in the Articles of Incorporation filed by the Virginia PTA. It is intended that the Virginia PTA 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.

**Section 4. State Status.** The Virginia PTA is organized as a Virginia nonstock corporation and shall operate in accordance with the Articles of Incorporation filed by the Virginia PTA and the Virginia Nonstock Corporation Act (1950), as amended (“Act”).

**Section 5. Relationship with the National PTA.** The Virginia PTA is a branch of the National PTA and exists to accomplish, at the state level, the purposes of the National PTA. The Virginia PTA and its constituent organizations shall adhere to the provisions of the Bylaws of the National PTA.

### Article 3: Principles

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

- a. The Virginia PTA shall be noncommercial, nonsectarian, and nonpartisan.
- b. The Virginia PTA 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 Virginia PTA 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 the Virginia PTA.

### Article 4: Relationship with Constituent Associations

**Section 1.** The constituent associations of the Virginia PTA shall consist of councils and local units in their area.

- a. The governing documents of a constituent association include (a) the bylaws of such association, as set forth by the Virginia PTA and as adapted to the needs of the association through procedures set forth by the Virginia PTA, 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).
- b. Each constituent association shall adopt, amend from time-to-time, and keep on file with the Virginia PTA such governing documents as are required to adapt the bylaws set forth by the Virginia PTA to the needs of the constituent association. Any constituent association that seeks to adopt, file, or amend articles of organization or incorporation shall first obtain approval of such articles of organization or incorporation, or amendments thereto, from the Virginia PTA board of directors. All such governing

documents shall not be in conflict with the Articles of Incorporation and Bylaws of the Virginia PTA or the Bylaws of the National PTA. Any part of a constituent association's governing document that so conflicts shall be void and unenforceable without invalidating the remainder of the governing document.

c. The Virginia PTA shall provide appropriate procedures for the organization of local PTAs/PTSAs within its area. The Virginia PTA shall determine the membership year for the local parent teacher associations/parent teacher student associations of the Virginia PTA ("PTAs/PTSAs") in its area and prescribe the form and content of the bylaws and other articles of organization or incorporation of such local PTAs/PTSAs.

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

e. The Virginia PTA is responsible for compliance by the councils and local PTAs/PTSAs within its area with the Bylaws of the Virginia PTA and the Bylaws of National PTA.

f. The Virginia PTA may, in accordance with policies and procedures, withdraw the charter of a council or local PTA/PTSA (and the cause the termination of its status as a local PTA/PTSA or council of the Virginia PTA, respectively).

g. 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.

h. Each constituent association 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 local unit including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Virginia PTA and council (if member of a council). Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the 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 2. Committee on State and Local Relations:**

a. The Virginia PTA is responsible for compliance by the local PTAs/PTSAs and councils within its area with the Bylaws of the National PTA, the Bylaws of the Virginia PTA and the bylaws of such local PTA/PTSA or council.

b. The president, president-elect, secretary, treasurer, and vice presidents, serving under the vice president of local unit operations as chair, shall function as the Committee on State and Local Relations.

c. The Committee on State and Local Relations shall review any alleged violations by local PTAs/PTSAs and councils of local, council, Virginia PTA, and National PTA bylaws, and other practices or activities that may tend to defeat the purposes and basic policies of the Virginia PTA or the National PTA. The Committee on State and Local Relations shall make prompt report to the Board of Directors the results of such review and its recommendations for actions.

d. The Board of Directors shall give due consideration to the report of the Committee on State and Local Relations and shall accord to the local PTAs/PTSAs and councils an opportunity to be heard and to respond to the report. If upon such consideration and hearing the Board of Directors finds a violation, it may, by two-thirds (2/3s) vote of all of its members then in office, require the local PTA/PTSA or council to take appropriate action within a period of time stipulated by the Board of Directors. When such a requirement has been made by the Board of Directors and if the recommended action is not taken within the allotted time, the Board of Directors may, by two-thirds (2/3s) vote of all of its members then in office, withdraw its status as a local PTA/PTSA or council of the Virginia PTA and withdraw the charter of such local PTA/PTSA or council according to the procedures described in these Bylaws.

## Article 5: Membership and Dues

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

**Section 2.** Membership in the Virginia PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of the National PTA and is a member of a local PTA/PTSA organized and chartered by the Virginia 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 annual dues as may be determined by the association. The amount of dues shall include the portion payable to the Virginia PTA of one dollar and fifty cents (\$1.50) 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 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 the Virginia PTA.

**Section 7.** The 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 the Virginia PTA from all local PTAs/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 the Virginia PTA, and the number of new members in each local unit.

**Section 8.** PTSAs with students in secondary schools, as defined by their local school division, shall offer membership to students.

**Section 9.** The membership term is July 1 to June 30. If not renewed, an individual's membership expires September 30 after the end of the membership term.

**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 Dues:

a. The Virginia PTA and National PTA portions of the dues paid by each member of a local PTA/PTSA shall be the property of the Virginia PTA and the National PTA, respectively, and shall not be included in the local unit's budget.

b. The Virginia PTA and National PTA portion of membership dues shall be remitted to the Virginia PTA as prescribed by the Virginia PTA on or before the first of each month for all membership dues received prior and not yet remitted.

c. A list of members who joined the association during the reporting period shall be kept by the local PTA/PTSA units and submitted as prescribed by the Virginia PTA.

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

**Section 13.** A holder of a Virginia PTA Honorary Life Membership or a National Life Achievement Award may be an active member only upon payment of dues in a local PTA/PTSA unit.

**Section 14.** The Board of Directors may terminate an individual's membership in the Virginia PTA and its constituent units with a two-thirds (2/3s) vote for conduct that may damage the value and goodwill associated with the Virginia PTA or the National PTA, or that violates the purposes, policies, or Bylaws of the Virginia PTA or National PTA. Termination of membership in the Virginia PTA and its constituent units shall result in the affected member's removal from office, if he or she is an officer, and removal from any candidacy for any elected or appointed position or office, if he or she is a candidate, of the Virginia PTA and its constituent units. The Board of Directors may bar an individual with a two-thirds (2/3s) vote from joining or rejoining the Virginia PTA and its constituent units on these same grounds, or on information and belief that the individual does not believe in and support the mission and purposes of the National

PTA or Virginia PTA. The Board of Directors may reinstate a terminated membership or unbar an individual from joining or rejoining the Virginia PTA and its constituent units with a two-thirds (2/3s) vote. The Board of Directors may impose lesser disciplinary measures with a majority vote. The Board of Directors shall be authorized to adopt policies and procedures to carry out these disciplinary actions while providing due process to individuals affected by such proceedings. The authority of councils and local PTAs/PTSAs to discipline members, for example through censure or removal from office, whether explicitly granted or inherent, shall not be impaired by these disciplinary powers of the Board of Directors.

**Section 15.** Termination of membership, whether voluntary or through action by the Board of Directors, shall not entitle the former member to a refund, in whole or in part, of any dues paid.

## Article 6: Officers and Their Election

**Section 1.** The officers of the Virginia PTA shall consist of:

- a. One (1) president.
- b. One (1) president-elect.
- c. Six (6) vice presidents.
- d. A secretary.
- e. One (1) treasurer.
- f. One (1) bylaws and policy director

**Section 2.** Subject to Sections 4 and 6 of this Article, officers shall serve for the longer of a term of two (2) years or until their successor is elected and qualifies. The president-elect shall succeed automatically to the office of president at the end of their term as president-elect.

**Section 3.** The president-elect, six (6) vice presidents, secretary, treasurer, and bylaws and policy director shall be elected at the Annual Meeting in odd numbered years.

**Section 4.** The following provisions shall govern the qualifications and eligibility of persons to be officers of the Virginia PTA:

- a. Each officer shall be a member of a local PTA/PTSA unit in good standing in Virginia.
- b. No person shall serve more than one (1) term in office of president or president-elect. A person shall not be eligible to serve more than two (2) consecutive terms in the office of vice president, secretary, treasurer, or bylaws and policy director. 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. A full term shall be defined as serving from one (1) election year Annual Meeting to the next election year Annual Meeting.
- c. Any person who has served at least one term at the council, district, or state level may be nominated to serve as president-elect, a vice president, secretary, treasurer, or bylaws and policy director.



d. No person shall serve on the Board of Directors or hold an elected office in more than one (1) capacity for more than sixty (60) days, unless the current term of at least all but one of the positions expires within six (6) months following the election.

e. Except as permitted under Section 4.d. above, no person shall hold more than one (1) elected office at a time on this Board of Directors.

**Section 5.** Officers shall be elected by the following method:

a. Officers shall be elected at the Annual Meeting by the Virginia PTA's voting body in odd numbered years.

b. If there is more than one nominee for office, then the voting shall be by ballot. For an election by the Virginia PTA's voting body, a majority of the votes cast 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 Annual Meeting.

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

**Section 6.** 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 a majority vote of the Board of Directors within sixty (60) days of the vacancy. In the 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, before assuming their elected term as president. The vacancy in the office of president-elect shall be filled at the next Annual Meeting by the voting body. In the interim, the duties of president-elect shall be delegated by the president.

b. If there is more than one nominee for 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.

c. For an election by the Virginia PTA Board of Directors, when a ten (10) day notice of the election is given to the members of the Board of Directors, a majority of votes cast at a meeting with a quorum shall constitute an election. Without such notice, a two-thirds (2/3s) vote of the voting members of the Board of Directors present and meeting with quorum shall be required.

**Section 7.** Any officer may be removed by a two-thirds (2/3s) vote of the Board of Directors, according to procedures described in adopted policies and procedures, whenever in their judgment the best interest of the Virginia PTA will be served thereby. Such removal constitutes a vacancy in that office.

## Article 7: Duties of Officers

### Section 1. The president shall:

- a. Be chief executive officer of the Virginia PTA and shall be primarily responsible for the implementation of the policies of the Board of Directors. Subject to the powers vested in the Board of Directors and the Executive Committee, the president shall have general charge and supervision of the business affairs of the Virginia PTA and shall perform the duties usually incident to the office of president of a nonstock corporation incorporated under the laws of the Commonwealth of Virginia and operated as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.
- b. When authorized by the Board of Directors, have power to sign and execute all authorized bonds, stock certificates, mortgages, contracts, agreements or other obligations in the name of the Virginia PTA, and shall perform other duties and exercise such other powers as may be assigned.
- c. Preside at all meetings of the Virginia PTA, the Board of Directors, and the Executive Committee.
- d. Submit a report of the Virginia PTA for inclusion in the annual report to the National PTA.
- e. Engage a parliamentarian, on behalf of the Virginia PTA, to serve at the Annual Meeting 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 Virginia PTA and the National PTA may be promoted.
- g. Have the authority to create and appoint members to special committees. Special committee chairs are not entitled to voting privileges on the Board of Directors. These committees terminate at the close of the president's term, at the president's discretion, or upon completion of the designated duties.
- h. Maintain and supervise the Virginia PTA state office.
- i. Serve as an ex-officio member of all Virginia PTA committees except the Nominations Committee.

### 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.

- c. Serve as an ex-officio member of all Virginia PTA committees, except the Nominations Committee.
- d. Perform other delegated duties as assigned.

**Section 3.** The vice president of membership shall:

- a. Be responsible for developing and implementing the annual membership plan.
- b. Act as an aide to the president.
- c. Perform other delegated duties as assigned.

**Section 4.** The vice president of leadership development shall:

- a. Be responsible for all training.
- b. Serve as chair of the Nominations Committee.
- c. Act as an aide to the president.
- d. Perform other delegated duties as assigned.

**Section 5.** The vice president of family engagement shall:

- a. Be responsible for all family engagement programs.
- b. Act as an aide to the president.
- c. Perform other delegated duties as assigned.

**Section 6:** The vice president of advocacy shall:

- a. Be responsible for all advocacy.
- b. Act as aide to the president.
- c. Perform other delegated duties as assigned.

**Section 7.** The vice president of local unit operations shall:

- a. Oversee support for local unit operations and compliance with Standards of Affiliation.
- b. Act as aide to the president.
- c. Perform other delegated duties as assigned.

**Section 8.** The vice president of community partnerships shall:

- a. Oversee sponsorship and grant business partnerships.
- b. Act as aide to the president.
- c. Perform other delegated duties as assigned.

**Section 9.** The secretary shall:

- a. Record the minutes of meetings of the Virginia PTA, the Board of Directors and the Executive Committee. Copies of all minutes shall be sent to the Virginia PTA state office within fifteen (15) days of the respective meeting.
- b. Notify all nominees for officers and chairperson of standing committees of election results.
- c. Conduct all correspondence authorized by the Annual Meeting, the Board of Directors or the Executive Committee.
- d. Ensure that all ballots are destroyed after votes.
- e. Perform other delegated duties as assigned.

**Section 10.** The treasurer shall:

- a. Be the custodian of the funds of the Virginia PTA and deposit them in a depository approved by the Board of Directors.
- b. Disburse the funds of the Virginia PTA in accordance with the budget approved by the Board of Directors and/or upon direction of the Virginia PTA, the Board of Directors or the Executive Committee.
- c. Present a statement of accounts at all meetings of the Board of Directors and of the Executive Committee and at other times as requested by the president.
- d. Remit monthly to the national treasurer all monies due to the National PTA, accompanied by a statement giving the name and location of each PTA/PTSA, the amount paid by it to the Virginia PTA and the number of new 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 ("Certified Public Accountant"). 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 Accountant.
- h. Under direction of the Executive Committee ensure adequate bonding and liability insurance is purchased by the Virginia PTA to protect all assets.
- i. Oversee submission of Form 990N, 990EZ, or 990 per Internal Revenue Service ("IRS") regulations.
- j. Perform other delegated duties as assigned.

**Section 11.** The bylaws and policy director shall:

- a. Chair the Bylaws and Policy Committee.
- b. Act as aide to the president.
- c. Perform other delegated duties as assigned.

## Article 8: Executive Committee

**Section 1.** There shall be an Executive Committee of the Virginia PTA comprised of the president, president-elect, secretary, and treasurer.

**Section 2.** The Executive Committee shall:

- a. Submit to the Board of Directors such recommendations as it deems advisable.
- b. Employ the professional staff to direct the activities of the Virginia PTA state office, under the general supervision of the president; authorize positions necessary to perform the work of the Virginia PTA; fix salaries and make provisions for the welfare and security of all office personnel.

**Section 3.** The Executive Committee shall meet as deemed necessary.

**Section 4.** 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 Directors meeting or other related meeting.

**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.

**Section 7.** A quorum of the Executive Committee shall be a majority of the members of the committee then in office.

## Article 9: Board of Directors

**Section 1.** The elected officers of the Virginia PTA shall constitute the Board of Directors. Each board member shall be a member of a local PTA/PTSA unit in good standing chartered by the Virginia PTA.

**Section 2.** The Board of Directors shall:

- a. Have the authority over the affairs of the Virginia PTA during the interim between its Annual Meeting, except those specifically delegated to the Executive Committee. It may not, however, modify any action taken by the delegates to the Annual Meeting.
- b. Decide all questions involving failure of its members or its authorized divisions to comply with the Bylaws of the Virginia PTA, by a two-thirds (2/3s) vote of the entire board by ballot.
- c. Adopt policies and procedures for the transaction of business and practices for carrying on the program of the Virginia PTA, provided they do not conflict with these Bylaws or the Articles of Incorporation of the Virginia PTA.
- d. Consider legislative issues arising between annual meetings according to adopted policies and procedures.
- e. Be authorized to create standing committees.
- f. Adopt:
  - 1. A budget for the following fiscal year.
  - 2. Any changes in the budget during the year following reports by the budget chairperson.
  - 3. The Virginia PTA Legislative Program and legislative priorities.
- g. Determine the geographic boundaries of the regions which make up the Virginia PTA.
- h. Send all final reports of significant projects and outstanding achievements and official and legal documents to the Virginia PTA state office to be placed in permanent files in the Virginia PTA archives no later than fifteen (15) days after leaving office.
- i. Review and approve proposed bylaws amendments as placed forward by the Virginia PTA Bylaws and Policy Committee according to the direction of these bylaws and adopted policies and procedures.

**Section 3.** Only the president shall have the authority to call for an electronic meeting of the Board of Directors. The established quorum of the Board of Directors 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 Board of Directors.

**Section 4.** Regular meetings of the board shall be held at least three (3) times a 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 Directors.
- b. At least thirty (30) days' notice of regular meetings and ten (10) days' notice of special meetings of the Board of Directors shall be given.

c. Meetings may be held 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.

d. 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 5.** A quorum of the Board of Directors shall be a majority of the members of the board then in office.

## Article 10: Committees

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

a. Each standing and special committee shall consist of a chair and committee members.

b. The chairperson of a standing committee shall be elected by the Board of Directors for a term of two (2) years. The standing committee chairperson shall be elected at the post Annual Meeting meeting. No chairperson shall be eligible to serve in the same capacity for more than two (2) consecutive terms.

c. The chairperson of a special committee shall be appointed by the Executive Committee.

d. The standing committee members shall be appointed by the Executive Committee.

e. The current standing committees of the Virginia PTA shall be as approved by the Board of Directors and as provided in adopted policies and procedures.

**Section 2.** The standing committee chairperson shall assume their duties immediately following their election.

**Section 3.** 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 4.** 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 5.** The quorum of any committee shall be a majority of its members.

**Section 6.** A vacancy occurring in the position of chair of a standing committee shall be filled by the Executive Committee as soon as possible. Chairs elected by the Executive Committee shall serve the balance of the remaining two year term.

### Article 11: Nominations Committee

**Section 1.** The Nominations Committee shall consist of six (6) members, the vice president of leadership development and five (5) members who are appointed by the Board of Directors, and two (2) alternates. The appointed members shall include one (1) member from each region, when possible; the alternates shall be from different regions.

- a. Each member of this committee shall serve a term of up to two (2) years, ending at the end of an Annual Meeting with an election, and shall not be eligible to serve consecutive terms unless necessary for regional representation.
- b. The vice president of leadership development shall serve as chair.

**Section 2.** The Nominations Committee shall:

- a. Refer to state bylaws, policies, and procedures, for duties and responsibilities of the Board of Directors.
- b. Advertise positions within required timelines.
- c. Review qualification of all candidates. Ensure written consent of candidates has been acquired.
- d. Select one (1) eligible nominee for each office. If the Nominations Committee is unable to recruit a candidate for an office that the Nominations Committee determines is qualified and who is willing to serve, the Nominations Committee shall declare the position "VACANT" to provide notice that nominations from the floor, per sub-sections g and h of this section, shall be necessary to fill the position.
- e. Ask each candidate nominated for an officer position to submit biographical data and photo by Annual Meeting call deadline to the State Office to be included in official VA PTA publications.
- f. A letter from the President provides formal confirmation of the nominated slate of officers.
- g. Report nominees for officer positions to the Annual Meeting delegates at the first general session, at which time, additional nominations may be made from the floor, provided the nominee meets state requirements and consent of the nominee has been secured.
- h. Report nominees from the floor; provided such nominees from the floor must provide written intent to the state president at least thirty (30) days prior to the first day of the Annual Meeting.



**Section 3.** In the event of a vacancy for president-elect, the members shall select one (1) eligible candidate to fill such vacancy according to these bylaws.

## Article 12: Regions

**Section 1.** A region is all of the local PTAs, local PTSAs, and councils within a geographical division of Virginia. The members of the local PTAs and PTSAs within a region shall constitute the membership of that region.

**Section 2.** Regions are established by the Virginia PTA Board of Directors to organize operations, programs and other work as needed to advance the mission of the Virginia PTA.

## Article 13: Councils

**Section 1.** A council is a group of Virginia PTA units within a designated area approved and authorized by the Board of Directors and must consist of at least five (5) local PTA/PTSA units. Each officer or board member of a council shall be a member of a local PTA/PTSA in good standing within its area.

**Section 2.** The purpose of a council shall be to:

- a. Promote the purposes and mission of the Virginia PTA.
- b. Promote Virginia PTA family engagement programs, membership, and advocacy work
- c. Support the local units in its membership in maintaining compliance with the Standards of Affiliation.
- d. Communicate and support adherence to PTA policies and best practices.
- e. Provide for conference and cooperation among the member units on matters of mutual concern within the council boundaries.

**Section 3.** 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 voting body 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 voting body 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. For those councils ineligible to file a 990N, the Virginia PTA treasurer has discretion, upon written request by the council's president, submitted to the treasurer by August 1, to extend the deadline for submitting a copy of a 990EZ or a 990 up to November 15.

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

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

**Section 4.** The Virginia PTA shall promulgate bylaws to each council. Each council shall, by means prescribed by the Virginia PTA, adapt such bylaws to the needs of the council. Such adaptation shall not be in conflict with the Articles of Incorporation and Bylaws of the Virginia PTA or the Bylaws of the National PTA.

**Section 5.** 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 the Virginia PTA.

**Section 6.** The council fiscal year shall begin and end as designated in its bylaws with the ending date the last day of a calendar month.

**Section 7.** The charter of the council shall be subject to withdrawal and the status of such association as a Virginia PTA unit shall be subject to termination, in the manner and under the circumstances provided in the Bylaws of the Virginia PTA.

**Section 8.** The Board of Directors shall have the authority to revoke the charter of a council that violates the ethics, policies, or principles of the Virginia PTA or the National PTA. Providing an opportunity to remediate such violations shall not constitute a waiver of this authority.

**Section 9.** The council is obligated upon withdrawal of its charter by the Virginia PTA to:

a. Yield up and surrender all of its books and records and all of its assets and property to the Virginia PTA or to such agency as may be designated by the Virginia PTA or to another local PTA/PTSA organized under the authority of the Virginia PTA.

b. Cease and desist from the further use of any name that implies or connotes association with the Virginia PTA, the 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 the Virginia PTA, all proceedings necessary for the purpose of dissolving such council.

**Section 10.** 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 council's executive board members. Unless a greater vote is required by the 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 of the dissolution, 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 14: Local PTAs/PTSAs

**Section 1.** Local PTAs/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 as provided by the Virginia PTA, not in conflict with the Articles of Incorporation and Bylaws of the Virginia PTA or the Bylaws of the National PTA.

**Section 2.** A local PTA/PTSA 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. Submit a local unit officers' contact information form and verification of local unit's employer identification number (EIN) to the Virginia PTA state office, as prescribed by the Virginia PTA, by June 15.

d. Maintain on-file with the Virginia PTA records adapting local unit bylaws to the needs of the local unit, as prescribed by the Virginia PTA.

e. Submit a copy of the fiscal year-end financial review, and any interim financial reviews prepared since the previous year-end financial review, to the Virginia PTA, as prescribed by the Virginia PTA, by August 1 annually. Such financial reviews need not be adopted by the voting body 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 voting body fails to adopt any such financial review.

f. 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. For those local units ineligible to file a 990N, the Virginia PTA treasurer has discretion, upon written request by the local unit's president, submitted to the treasurer by August 1, to extend the deadline for submitting a copy of a 990EZ or a 990 up to November 15.

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

h. Remit the Virginia PTA and National PTA portion of the dues to the Virginia PTA by the dates designated in these bylaws.

i. Provide membership list with contact information, in accordance with the requirements under Chapter 10, Article 15, Section 13.1-932(C) of the Act, for those who have joined the association during the reporting period as prescribed by the Virginia PTA.

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

**Section 3.** The Virginia PTA shall promulgate bylaws to each local PTA/PTSA. Each local PTA/PTSA shall, by means prescribed by the Virginia PTA, adapt such bylaws to the needs of the local PTA/PTSA. Such adaptation shall not be in conflict with the Articles of Incorporation and Bylaws of the Virginia PTA or the Bylaws of the National PTA.

**Section 4.** Each officer or board member of a local PTA/PTSA shall be a member of such local PTA/PTSA.

**Section 5.** Only members of a local PTA/PTSA who have paid dues to such local PTA/PTSA for the current membership year may participate in the business of that association.

**Section 6.** The members of the Nominations Committee for officers of a constituent association shall be elected by the voting body of such association.

**Section 7.** The local PTA/PTSA 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 local unit's or Virginia PTA's tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code. The local unit's name must be used and not that of the Virginia PTA.

**Section 8.** 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.

**Section 9.** The charter of a local PTA/PTSA shall be subject to withdrawal and the status of such association as a PTA/PTSA unit of the Virginia PTA shall be subject to termination, in the manner and under the circumstances provided in the Bylaws of the Virginia PTA.

**Section 10.** The Board of Directors shall have the authority to revoke the charter of a local PTA/PTSA that violates the ethics, policies, or principles of the Virginia PTA or the National PTA. Providing an opportunity to remediate such violations shall not constitute a waiver of this authority.

**Section 11.** Each local PTA/PTSA is obligated upon withdrawal of its charter by the Virginia PTA:

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

**Section 12.** Any dissolution of a local unit and termination of its affairs shall take place in the following manner:

a. The local PTA/PTSA's executive board (and the local PTA/PTSA's board of directors if such local PTA/PTSA is a Virginia nonstock corporation) 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 in-person meeting, at which ballots on the question of dissolution will be collected, of the local PTA/PTSA's general membership having voting rights at the time of the meeting.

1. Only those funds approved by the local PTA/PTSA'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 members of the local PTA/PTSA 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 of the local PTA/PTSA.
3. The local PTA/PTSA 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 of the local PTA/PTSA.

b. Written notice stating the purpose of such meeting to consider dissolving the local PTA/PTSA shall be given to each member of the local PTA/PTSA 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 general membership of the local PTA/PTSA to consider the resolution to dissolve. The dissolution quorum includes the required

quorum for general membership meetings per local unit bylaws plus a majority of the local PTA/PTSA's executive board members. Unless a greater vote is required by the Act (if the local PTA/PTSA 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 those persons who are members of the local PTA/PTSA in good standing 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.

g. Upon the dissolution of the local PTA/PTSA, after paying or adequately providing for the debts and obligations of the local PTA/PTSA, the local PTA/PTSA'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 of the dissolution, the unit's charter will be withdrawn by the Virginia PTA in accordance with the Virginia PTA's bylaws, unless such charter was previously withdrawn by the Virginia PTA.

**Section 13.** Each member of local PTA/PTSA shall pay annual dues to the association as approved by a two-thirds (2/3s) vote of members present and voting at a meeting with quorum 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, council (if the local unit is a member of a council), the Virginia PTA, and the National PTA.

**Section 14.** Each local PTA/PTSA shall remit a portion of such dues to the Virginia PTA by dates designated in these bylaws.

### Article 15: Annual Meeting

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

- a. The call to the Annual Meeting shall be sent from the Virginia PTA state office to members of the Board of Directors, council presidents, and local unit presidents at least forty-five (45) days before the Annual Meeting and shall be published in the official publications of the Virginia PTA. Local unit presidents shall be responsible for informing their membership of the time and place of the Annual Meeting.
- b. The call to the Annual Meeting shall state the order of events with precedence being given to necessary Annual Meeting business.
- c. The voting body at the Annual Meeting shall consist of members of the Board of Directors, Virginia PTA standing committee chairs, council presidents or their alternate, delegates chosen by their councils and accredited delegates from local units in good standing.
- d. Each local unit in good standing shall be entitled to be represented in the voting body 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 the Annual Meeting.
- e. Each council in good standing shall be entitled to be represented in the voting body by its president or alternate and by three (3) delegates or alternates.
- f. The Annual Meeting shall be open to all members, upon payment of a registration fee determined by the Board of Directors, but the privilege of making motions, debating and voting shall be limited to the voting body.
- g. The Board of Directors may authorize remote participation of delegates, so long as the meeting provides, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.

**Section 2.** One hundred (100) delegates present and voting representing a majority of the regions, excluding any inactive regions from such count, shall constitute a quorum for the Annual Meeting.

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

**Section 4.** A committee on election of three (3) members shall be elected by the Executive Committee at least 45 days prior to the Annual Meeting when an election is to be held. The committee on election shall:



- a. Have charge of the election at the Annual Meeting 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 Annual Meeting delegates of the votes cast.
- e. Have the vacancies that occur on the committee filled by the president.

## Article 16: Resolutions

**Section 1.** Resolutions to be considered must be received by the Virginia PTA state office postmarked no later than midnight sixty (60) days prior to the first day of the Annual Meeting.

- a. All resolutions to be considered must be submitted by a PTA/PTSA member of a local unit in good standing.
- b. 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 Annual Meeting. A two-thirds (2/3s) vote of the delegates, without debate, is required to consider emergency resolutions.

**Section 2.** Annual Meeting resolutions with legislative intent adopted at the Annual Meeting shall become part of the Virginia PTA Legislative Program.

## Article 17: National Convention

**Section 1.** The selection of the delegates and alternates to the National Convention shall be authorized by the Virginia PTA Board of Directors.

## Article 18: Fiscal Year

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

## Article 19: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Virginia 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 the National PTA, the Act, and the Articles of Incorporation of the Virginia PTA.

## Article 20: Virginia PTA, Councils, and Local Unit PTA/PTSA Bylaws Revisions and Amendments

**Section 1.** These Bylaws, and bylaws of the councils and local unit PTAs and PTSAs, may be amended at an Annual Meeting by a two-thirds (2/3s) vote of those present and voting, provided the amendments have been approved by the Board of Directors 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 Board of Directors by a majority vote may authorize the Bylaws and Policy Committee to submit for approval by the delegates at the Annual Meeting, revised sets of bylaws as substitutes for existing bylaws of the Virginia PTA, councils, or local unit PTAs and PTSAs.

**Section 3.** Amendments or a revision of the Virginia PTA Bylaws shall be submitted to the National PTA, as required by the National PTA.

### Article 21: Virginia PTA Staffing

**Section 1.** A state office shall be maintained, and such employees hired as may be needed to carry on the work of the Virginia PTA.

**Section 2.** The Virginia PTA office administrator shall be hired by the Virginia PTA Executive Committee. The Virginia PTA office administrator shall perform those duties set forth in the employee contract and Virginia PTA policies. The performance of the office administrator shall be evaluated by the Executive Committee. The Executive Committee is authorized to terminate the service of the office administrator under conditions specified by the office administrator's contract and with a two-thirds (2/3s) vote of the members of the Executive Committee.

**Section 3.** The Executive Committee shall determine the salary of the office administrator.

**Section 4.** The Executive Committee shall determine the policies, procedures, locations, budget, insurance coverage, and furnishings of the Virginia PTA state office.

**Section 5.** The office administrator shall be responsible for hiring employees and determining their salaries within the above authorization in accordance with the Board approved budget. In the case of a vacancy, the president shall oversee the duties of the office until a new office administrator is hired.

### Provisos

None.

## Certification

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 23, 2023, and ***shall be kept with the permanent records of Virginia PTA.***

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



*Jenna Alexander*

State President Signature

*Victoria Chen*

State Secretary Signature

May 23, 2023

Date