VIRGINIA PTA

APPROVAL OF LOCAL / COUNCIL PTA UNIFORM BYLAWS

This Local / Council PTA 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 / Council PTA: _____

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 17, 2025, and ***shall be kept with the permanent records of this Local / Council PTA.***

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

VIRGINIA CONGRESS OF PARENTS & TEACHERS
APPROVED
Virginia PTA
UNIFORM BYLAWS

_____

State President Signature

_____

State Secretary Signature

7/1/2025

Date

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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 of this local parent teacher association of the Virginia PTA (a "PTA"), this parent teacher student association of the Virginia PTA (a "PTSA"), this community parent teacher association, or this special education parent teacher association (a "SEPTA") (and collectively, a "Local PTA"), or this council of parent teacher associations of the Virginia PTA (a "Council PTA") (and collectively with Local PTAs, a "Local / Council PTA") as applicable, in common with those of 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 Local / Council 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 2.

Section 3. Federal Status. This association 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 this association 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 this association shall inure to the benefit of any member, incorporator, organizer, trustee, director, or officer of the association 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 association in furtherance of one or more of the association's purposes. No member, incorporator, trustee, organizer, director, officer, or private individual shall be entitled to share in the distribution of any association assets upon its dissolution. Notwithstanding any other provisions of these bylaws, the association shall not carry on any other activities not permitted to be carried on by an association 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 Local / Council PTA in common with those of Virginia PTA and National PTA:

A. The association shall be noncommercial, nonsectarian, and nonpartisan.

B. The association 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 association 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 3: RELATIONSHIP AMONG NATIONAL PTA, VIRGINIA PTA, AND LOCAL / COUNCIL PTAs

Section 1. The governing documents of a Local / Council PTA include (a) the bylaws of such association and (b) the certificate of incorporation and articles of incorporation of such association (in cases 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). For avoidance of doubt, Local / Council PTAs are all "constituent associations," as that term is used in the National PTA Bylaws, as amended from time to time.

Section 2. Local / Council PTAs shall be organized and chartered under the authority of Virginia PTA in the area in which the Local / Council PTA functions, in conformity with such rules and regulations as provided by the Virginia PTA, not in conflict with and subject to the bylaws of Virginia PTA or National PTA.

Section 3. Virginia PTA shall issue to each Local / Council PTA in its area a charter evidencing the due association and good standing of the Local / Council PTA. A Local / Council PTA in good standing shall:

A. Adhere to 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, one (1) secretary, and one (1) treasurer.

C. Submit officers' contact information form and verification of its 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 Local PTA bylaws to the needs of the Local PTA, 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, to the Virginia PTA, as prescribed by the Virginia PTA, by August 1 annually. Such financial reviews need not be adopted by

the general membership (if a Local PTA) or the voting body (if a Council PTA) at the time they are submitted to the Virginia PTA. They shall be submitted for adoption at the next general membership meeting, however, and the Virginia PTA shall be notified promptly if the general membership (if a Local PTA) or the voting body (if a Council PTA) 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 August 1 annually.

I. (For Local PTAs) Remit the Virginia PTA and National PTA portion of the dues to the Virginia PTA by the dates designated in these bylaws.

J. (For Local PTAs) Provide membership list with contact information, in accordance with the requirements under Chapter 10, Article 15, Section 13.1-932(C) of the Virginia Nonstock Corporation Act (1950), as amended ("Act"), for those who have joined the association during the reporting period as prescribed by the Virginia PTA.

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

Section 4. 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 Local / Council PTA to amend correspondingly the bylaws of the Local / Council PTA.

Section 5. Each officer or board member of a Local PTA shall be a member of such Local PTA. Each officer or board member of a Council PTA shall be a member of a Local PTA in good standing, chartered by the Virginia PTA within the Council PTA boundaries.

Section 6. Only members of a Local PTA who have paid dues for the current membership year by the deadline of the dues payment may participate in the business of the Local PTA. Only Local PTAs whose dues to the Council PTA are not in arrears may participate in the business of the Council PTA.

Section 7. Each Local / Council PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Local / Council PTA including, specifically, the number of its members and the dues collected from its members. For Local PTAs, this includes the amounts of dues remitted to Virginia PTA and to a Council PTA (if member of a Council PTA). 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 or for any votes within the Local / Council PTA. Voting by proxy is prohibited.

Section 9. The members of the nominations committee for officers of a Local / Council PTA shall be elected by the general membership (if a Local PTA) or the voting body (if a Council PTA).

Section 10. A member of a Local PTA shall not serve as a voting member of a Local / Council PTA, Virginia PTA, or National PTA board while serving as a paid employee of, or under contract to, that association.

Section 11. A Council PTA shall not impose any action on the Local PTA. However, by a majority vote of the voting body, the Council PTA may initiate action in matters of common interest within Council PTA boundaries.

Section 12. The Local / Council PTA, by a majority vote of the general membership (if a Local PTA) and the voting body (if a Council PTA), may address legislative items or issues if (*1*) the position on the legislative item or issue does not conflict with that of the Virginia PTA legislative program, resolutions, positions, policy letters, mission, values or bylaws, and (*2*) such advocacy initiative does not conflict with or jeopardize the Local / Council PTA's or Virginia PTA's tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code. The Local / Council PTA's name must be used and not that of Virginia PTA nor National PTA.

Section 13. The charter of a Local / Council PTA 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 Virginia PTA.

Section 14. Each Local / Council PTA 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 / Council PTA 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 or 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 Virginia PTA, all proceedings necessary for the purpose of dissolving such Local / Council PTA.

Section 15. Any dissolution of a Local / Council PTA and termination of its affairs shall take place in the following manner:

A. The Local / Council PTA's executive board (and the Local / Council PTA's board of directors if such Local / Council PTA is a Virginia nonstock corporation) shall adopt a written resolution recommending that the Local / Council PTA 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 general

membership (if a Local PTA) or the voting body (if a Council PTA) at the time of the meeting.

1. Only those funds approved by the general membership (if a Local PTA) or the voting body (if a Council PTA) 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 / Council PTA 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 / Council PTA.

3. The Local / Council PTA shall provide a complete membership list including contact information to the Virginia PTA at least thirty (30) days before the date fixed for such special meeting of the members of the Local / Council PTA.

B. Written notice stating the purpose of such meeting to consider dissolving the Local / Council PTA shall be given to each member of the Local / Council PTA 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 / Council PTA to consider the resolution to dissolve. The dissolution quorum includes the required quorum for general membership meetings under these bylaws, plus including a majority of the executive board members. Unless a greater vote is required by the Act (if the Local / Council PTA is a Virginia nonstock corporation), the affirmative vote by at least two-thirds (2/3s) of general membership (if a Local PTA) or the voting body (if a Council PTA) 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 were part of general membership (if a Local PTA) or the voting body (if a Council PTA) of the Local / Council PTA in good standing on the date of adoption of the resolution and on the date of the special meeting shall be entitled to vote on dissolution.

G. Upon the dissolution of the Local / Council PTA, after paying or adequately providing for the debts and obligations of the Local / Council PTA, the Local / Council PTA'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 Local / Council PTA 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 Local / Council PTA'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 16. For any approval vote or approval of action by the general membership, voting body, executive board, executive committee, or any other committee of the Local / Council PTA, a majority vote of those individuals with voting rights present, including those individuals participating remotely in accordance with these bylaws, at a meeting of the applicable body with a quorum shall be required, unless a different voting threshold is required by these bylaws, the Local / Council PTA's articles of incorporation, if any, the Virginia PTA's bylaws or policies and procedures, or the Act (if the Local / Council PTA is a Virginia nonstock corporation).

Section 17. The Virginia PTA or National PTA may terminate or restrict the membership or participation of an individual member in the Local PTA or impose other disciplinary actions on an individual member pursuant to the bylaws, policies, and procedures of the Virginia PTA or the bylaws, policies, and procedures of the National PTA, respectively.

ARTICLE 4: LOCAL PTA MEMBERSHIP AND DUES

Section 1. Every individual who is a member of this Local PTA also is a member of Virginia PTA and National PTA by which this Local PTA is chartered and, as such, is entitled to all the benefits of such membership. Each membership reported to the Virginia PTA provides membership rights for one individual person.

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

Section 3. This Local PTA shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 4. PTSAs with students in secondary schools, as defined by their local school division, shall offer membership to students.

Section 5. A person may hold membership in one or more Local PTAs upon payment of all-inclusive dues as required in each Local PTA's Organizational Structure Form.

Section 6. Only members of this Local PTA shall be eligible to vote in the business of this Local PTA or to serve in any of its elected or appointed positions.

Section 7. Each member of this Local PTA shall pay annual dues as may be determined by this association. The amount of such dues shall include the portion payable to Virginia PTA (the "state portion") and the portion payable to National PTA (the "national portion").

Section 8. Each member of a Local PTA shall pay annual dues to the association as approved by a two-thirds (2/3s) vote of members present and voting after having been given at least thirty (30) days written notice. The amount of such annual dues shall include the portions payable to the Local PTA, Council PTA (if the Local PTA is a member of a Council PTA), Virginia PTA, and National PTA. Each Local PTA shall remit a portion of such dues to Virginia PTA and its Council PTA (if the Local PTA is a member of a Council PTA) by the dates designated in these bylaws.

Section 9. The amount of the Virginia PTA state portion of each Local PTA member's dues shall be determined by the Virginia PTA. The Virginia PTA portion of each Local PTA member's dues shall be one dollar and fifty cents ($1.50) per annum. The National PTA portion of each Local PTA member's dues shall be three dollars and twenty-five cents ($3.25) per annum.

Section 10. Virginia PTA and National PTA portions of the dues paid by each member of this Local PTA shall be set aside by this Local PTA and remitted to Virginia PTA through such channels and at such times as Virginia PTA bylaws may provide. Virginia PTA shall pay to National PTA the amount of the national portion of dues paid by all members of Local PTAs in its area.

Section 11. The membership term is July 1 through June 30. Membership expires on September 30, allowing a grace period (from July 1 to September 30) for Local PTA members to renew their memberships. During the grace period, Local PTA members are entitled to their full membership rights, including approval of the Local PTA budget and program at the summer or fall association meetings. Memberships may be collected for the following fiscal year, and dues for those memberships shall be remitted by July 1.

Section 12. Payment of Virginia PTA and National PTA dues:

A. The Virginia PTA, National PTA, and Council PTA portions of the dues paid by each member of a Local / Council PTA shall be the property of Virginia PTA, National PTA, and Council PTA, respectively, and shall not be included in the Local PTA'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, provided that if the amount of such dues represents four (4) or fewer memberships sold, then this minimal amount only needs to be remitted upon the earlier of either (*1*) the first of the month after a fifth membership is sold, or (*2*) June 1 of the current fiscal year.

C. A list of members who joined the association during the reporting period shall be kept by the Local PTAs and submitted as prescribed by Virginia PTA.

Section 13. 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 14. 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.

ARTICLE 5: COUNCIL PTA PURPOSE AND MEMBERSHIP

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

Section 2. The purpose of a Council PTA shall be to:

A. Promote the purposes and mission of the Virginia PTA.
B. Promote Virginia PTA family engagement programs, membership, and advocacy.
C. Support the Local PTAs in their 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. Membership in a Council PTA shall consist only of Local PTAs in good standing chartered by Virginia PTA, within a Council PTA's boundaries.

Section 4. Local PTAs may participate as members of a Council PTA at any time after being chartered by Virginia PTA.

Section 5. The annual dues for membership in this Council PTA, if any, and the manner in which they are collected shall be determined by the voting body of the Council PTA.

Section 6. Only members of a Local PTA in good standing with the Virginia PTA shall be eligible to serve in any of its elected or appointed positions.

ARTICLE 6: COUNCIL PTA VOTING BODY

Section 1. The Council PTA voting body shall consist of the members of the executive board, the president or a designee thereof from each such Local PTA in good standing having membership with the Council PTA, and up to two (2) delegates or their alternates (one (1) per delegate) from each such Local PTA in good standing having membership with the Council PTA. In addition to

the requirement to be in good standing with Virginia PTA, only members who are not in arrears with payments of council dues, if any owed as of the date of a vote, shall have the privilege of making motions and voting.

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

Section 3. Delegates shall report activities of the Council PTA to the Local PTA and shall present to the Council PTA such matters as may be referred to it by the Local PTA. Delegates shall vote on all issues as instructed by their Local PTA; but if not instructed, they shall use their own discretion, except as otherwise provided in these bylaws.

Section 4. Members of the voting body are entitled to only one (1) vote even though they may serve in more than one position.

Section 5. The voting body shall vote on matters that include routine matters, budget, adoption of projects, adaptation of bylaws, adoption of position statements and resolutions, election of nominations committee members, and election of officers. Only the voting body of a Council PTA may participate in the business of the Council PTA.

ARTICLE 7: OFFICERS AND THEIR ELECTION

Section 1. The elected officers of this Local / Council PTA shall be, at a minimum, a president, a secretary, and a treasurer, and may include vice presidents as set forth in the Local PTA's or Council PTA's Organizational Structure Form.

Section 2. For Local PTAs, only members whose individual dues are paid to this Local PTA for the current fiscal year, and for Council PTAs, only members of any Local PTA that is a member of the Council PTA, 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 PTA (if a Local PTA) or the Virginia PTA annual meeting. Fiduciary duties under state law require that only members who have turned eighteen (18) years old as of the date that an elected officer would take office may serve as an elected officer, although members who have not turned eighteen (18) years old may otherwise chair and serve on committees.

Section 3. Nominations committee:

A. For Local PTAs, each member of the nominations committee must be a member of this Local PTA, and for Council PTAs, each member of the nominations committee must be a member of any Local PTA in good standing that is a member of the Council PTA.

B. The nominations committee shall consist of an uneven number, not less than three (3) members, who shall be elected by the general membership (if a Local PTA) or the voting body (if a Council PTA) at a regular general membership meeting at least two (2) months prior to the election of officers. The nominations committee shall elect its own chair.

C. The nominations committee shall nominate at least one (1) 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 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 shall be necessary to fill the position. Similarly, if a nominations 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), as approved by the general membership on the Local / Council PTA's Organizational Structure Form, or until their successors are elected. No person shall hold more than one (1) elected office at a time for one (1) PTA. No officer shall serve more than two (2), three (3), or four (4) consecutive terms, as approved by the general membership on the Local / Council PTA's Organizational Structure Form. No officer shall exceed four (4) consecutive years in the same office. No person shall hold a position of a co-officer (such as a co-President) or an officer-elect with a right of automatic succession (such as a President-Elect). 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. Officers who have served in less than one-half (1/2) of a full term do not have that time counted towards the four (4) consecutive year limit.

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 (if a Local PTA) or the voting body (if a Council PTA) shall elect the next president.

D. In the event of a vacancy in the office of treasurer, financial review requirements are triggered.

E. 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.

F. 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.

Section 7. If any officer 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 Local / Council PTA 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 executive board meeting at which removal will be considered. Additionally, the general membership (if a Local PTA) or the voting body (if a Council PTA) shall have the authority to remove elected officers, with cause, and to hold an immediate election to fill vacancies thereby created, provided either (*1*) the executive board, by majority vote, instructs the secretary that such removal is to be considered at a regular or special meeting of the general membership or (*2*) at least ten (10) members 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 general membership to remove one or more officers. For the purposes of this section "cause" shall mean (*1*) a breach by the officer of the officer's fiduciary duties to the Local / Council PTA and/or its members; (*2*) an officer's breach of these bylaws which, if curable, remains uncured or continues after thirty (30) days' notice by the Local / Council PTA thereof; (*3*) the officer's commission of (A) any crime constituting a felony in the jurisdiction in which committed and/or any crime involving moral

turpitude (whether or not a felony), or (B) any other act (whether or not a felony) involving embezzlement, misappropriation of money, fraud, or theft against the Local / Council PTA, or bribery; (*4*) the officer's willful misconduct, or gross negligence in the performance of the officer's duties under these bylaws; or (*5*) any conduct, action, or behavior by the officer that is, or is reasonably expected to be, materially damaging to the Local / Council PTA, whether to the business interests, finances, or reputation. The determination of whether "cause" exists or whether the officer has committed acts that constitute "cause" shall be determined by the voting body in its sole discretion.

ARTICLE 8: DUTIES OF OFFICERS

Section 1. The president shall:

A. Preside at all meetings of this Local / Council PTA.

B. Coordinate the work of the officers and committees of this Local / Council PTA in order that the purposes in Article 1 may be promoted.

C. Submit this Local / Council PTA officers' contact information form and verification of this Local / Council PTA's employer identification number (EIN) to the Virginia PTA immediately upon election of officers annually.

D. Support the mission of the Virginia PTA and National PTA.

E. (For Council PTAs) Support the work of the Local PTAs within this Council PTA's boundary.

F. Serve as an ex-officio member of all committees of this Local / Council PTA except the nominations committee.

G. Perform such other duties as may be prescribed in these bylaws.

Section 2. 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 general membership (if a Local PTA) or the voting body (if a Council PTA) on the Organizational Structure Form.

C. Perform other delegated duties as assigned.

D. If identified as first vice president or listed first as a vice president on the Organizational Structure Form, shall serve as president if there is a vacancy in the office of president.

Section 3. The secretary shall:

A. Record the minutes of all meetings of the Local / Council PTA, its executive board, and its executive committee.

B. Keep the official copy of the Organizational Structure Form and the current year Local / Council PTA's bylaws in his/her files.

C. (For Local PTAs) Maintain a membership list as required by Virginia PTA.

D. (For Council PTAs) Keep an accurate roster of the names of each Local PTA in the Council PTA's membership, the names and individual contact information of Local PTA presidents and delegates of membership, and the names and individual contact information of the members of the Council PTA's executive board.

D. Perform other delegated duties as assigned.

Section 4. The treasurer shall:

A. Have custody of all funds and finances of the Local / Council PTA.

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 general membership (if a Local PTA) or voting body (if a Council PTA) in accordance with the adopted budget.

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

E. Present a written financial statement at every meeting of the Local / Council PTA 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 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 Internal Revenue Service ("IRS") regulations. A copy of this form shall be sent to the Virginia PTA, as prescribed by the Virginia PTA, by August 1 annually unless a valid extension applies pursuant to the Virginia PTA bylaws.

J. (For Local PTAs) Remit the Virginia PTA and National PTA portion of membership dues 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.

K. (For Local PTAs) Remit the Council PTA dues as prescribed by such Council PTA, if the Local PTA is a member.

L. Perform other delegated duties as assigned.

Section 5. 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 9: EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the elected officers of the Local / Council PTA.

Section 2. The executive committee shall:

A. Develop goals for the Local / Council PTA and present them to the executive board and general membership (if a Local PTA) or the voting body (if a Council PTA) for approval.

B. Appoint standing and special committee chairs and members of the standing and special committees, except the nominations committee. For Council PTAs, appoint delegates to the Virginia PTA and nominees to its committees.

C. Remove standing and special committee chairs and members of the standing and special committees, except for the nominations committee, with or without cause.

D. (For Local PTAs) If the Local PTA is a member of a Council PTA, appoint no more than two (2) delegates and any alternates to serve as representatives, along with the President, at the Council PTA meetings.

Section 3. The executive committee shall meet within thirty (30) days after their election for the purpose of appointing standing committee chairs. Special committee chairs 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 chairs.

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 general membership (if a Local PTA) or the voting body (if a Council PTA) 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 10: EXECUTIVE BOARD

Section 1. The executive board of this Local / Council PTA shall consist of the elected officers and the chairs of the standing committees. For Local PTAs, the principal of the school or, if the Local PTA is not affiliated with only one school, an appropriate educational representative duly selected by the Local PTA, 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. For Council PTAs, the superintendent or their designee shall serve as 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 meetings and such other business as may be referred to it by this Local / Council PTA and present a report to the general membership at the general membership meetings.

B. Create, change, or eliminate standing and special committees.

C. Approve the plans of work of the standing and special committees.

D. Select a financial review committee or experienced auditor, or attend an external financial multi-review.

E. Approve the proposed budget, and present it to the general membership (if a Local PTA) or the voting body (if a Council PTA) for adoption. Only make expenditures after the general membership has adopted a budget for that fiscal year, and only in a manner that is consistent with such adopted budget, except for any dues collected, which shall be remitted in accordance with these bylaws.

F. Obtain general membership approval for any changes to the adopted budget, as amended from time to time, over five hundred dollars ($500.00) in aggregate across all expenditures reflected in the current budget, per fiscal year.

G. Carry on effectively with the work of National PTA and Virginia PTA.

Section 3. The executive board of a Council PTA shall, in addition to the above:

A. Offer advisory services and leadership training to Local PTAs, and work to strengthen Local PTAs in its membership and assist the Virginia PTA in the formation of new Local PTAs within the Council PTA's boundaries.

B. Act as a liaison between the Virginia PTA and all Local PTAs within its boundaries.

C. Support Local PTAs in achieving and maintaining good standing status.

D. Coordinate policies and current programs of Local PTAs with those of Virginia PTA, and provide for conference and cooperation among the member Local PTAs on matters of mutual concern within the Council PTA's boundaries.

Section 4. Financial Review Procedures:

A. The executive board shall select a financial review committee or experienced auditor or choose to participate in an external financial multi-review (formerly known as audit exchange) prior to the end of the fiscal year. A financial review committee shall consist of no fewer than three (3) members and no one with signature authority shall sit on their own Local / Council PTA's committee. All external financial multi-reviews shall be coordinated with at least one (1) other Local PTA.

B. The Local / Council PTA treasurer shall submit books to the financial review committee, experienced auditor, or the external financial multi-review at the end of the fiscal year. The report of the financial review 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 a Local / Council PTA 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 financial review shall be performed with fiscal year-end procedures and shall be complete within three (3) weeks of the resignation. The year-end financial review shall also be performed for the time period after the resignation of the treasurer until the end of the fiscal year.

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 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 of the financial review shall be presented to the general membership for adoption. 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 shall be notified promptly if the general membership fails to adopt the financial review.

Section 5. 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 Local / Council PTA 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 6. The executive board shall hold meetings as approved by general membership on the Organizational Structure Form. 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 general membership 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 7: 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 8. 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 11: COMMITTEES

Section 1. Chairs and members of all standing and special committees shall be members of a Local PTA in good standing, and for a Council PTA, such Local PTA must hold Council PTA 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 Local / Council PTA. Standing committee chairs and committee members shall be appointed by the executive committee, except for the nominations committee. In the absence of an executive committee then the executive board shall make the appointments. The term of each chair shall be as approved by general membership on the Organizational Structure Form or until the selection of a successor. No chair shall be eligible to serve in the same capacity for more than two (2) consecutive terms, excluding any partial term of six (6) months or less when the chair had been appointed to fill a vacancy.

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 Local / Council PTA. Special committee chairs and committee members shall be appointed by the executive committee. In the absence of an executive committee then the executive board shall make the appointments. The term of each special committee chair is ended upon completion of the task assigned to the committee.

Section 4. The chair 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 ex-officio member of all committees of this Local / Council PTA except the nominations committee.

Section 9. Committee chairs 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 12: GENERAL MEMBERSHIP MEETINGS

Section 1. Regular general membership meetings shall be held at least three (3) times (for Local PTAs) or four (4) times (for Council PTAs) during the school year, with at least fourteen (14) days' notice (for Local PTAs) or at least ten (10) days' notice (for Council PTAs) having been given. For the avoidance of doubt, the meeting of a Council PTA's voting body shall be the Council PTA's "general membership meeting" for these bylaws

Section 2. The meeting to elect officers shall be held in the month as approved by general membership on the Organizational Structure Form.

Section 3. Special meetings of Local / Council PTAs may be called by the president or by a majority of the executive board, with notice as approved by general membership on the Organizational Structure Form. For Council PTAs, special meetings may also be called by a majority of the Local PTAs in membership, at least five (5) days' notice having been given.

Section 4. Council PTA general membership meetings shall be open to all Local PTAs holding membership in a Council PTA.

Section 5. Voting on routine matters may be by voice vote as long as the general membership (for a Local PTA) or the voting body (for a Council PTA) can see and hear each other; however,

motions requiring a two-thirds (2/3s) affirmative vote shall be by a rising vote, electronic vote, or show of hands as long as general membership (for a Local PTA) or the voting body (for a Council PTA) can see and hear each other.

Section 6. For Local PTAs, a quorum for the transaction of business in general meetings shall consist of the lesser of either (*1*) ten (10) members, or (*2*) fifty percent (50%) of the membership. For Council PTAs, a quorum for the transaction of business in general meetings shall consist of the lesser of either (*1*) the representation of a majority of the Local PTAs in good standing of the Council PTA by at least one delegate from each such Local PTA (including such Local PTA's president or the president's designee), or (*2*) 10 such delegates from different Local PTAs with membership in the Council PTA.

Section 7. General membership meetings may be held by video or audio conference calls. Voting on routine matters shall be as prescribed in these bylaws. Virginia PTA electronic meeting guidelines shall govern electronic meetings.

Section 8. The last general membership meeting of the fiscal year shall be held in April, May, or June.

ARTICLE 13: FISCAL YEAR

The fiscal year of this Local / Council PTA shall begin on July 1 and end on June 30.

ARTICLE 14: AMENDMENTS TO VIRGINIA PTA UNIFORM BYLAWS

Section 1. These bylaws may be amended by a two-thirds (2/3s) vote 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 PTA presidents, and Local PTA presidents at least 45 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 PTA Board of Directors may further amend these bylaws to incorporate changes to the bylaws of the Virginia PTA, duly adopted at the Virginia PTA annual meeting, affecting the governance of Local / Council PTAs.

ARTICLE 15: 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 general membership (if a Local PTA) or the voting body (if a Council PTA) at its meeting.

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 Local / Council PTA 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 Local / Council PTA that have not been directly superseded or rescinded—when necessary to comply with Virginia PTA policies and procedures for adapting Local / Council PTA uniform bylaws.

ARTICLE 16: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Local / Council PTAs 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 Local / Council PTA, if any.

ARTICLE 17: APPLICATION OF THESE UNIFORM BYLAWS

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