



Texas PTA 112th Annual Meeting of the Membership: Proposed Amendments

Proposed Amendment 1 and Conforming Amendments

Replace "even-numbered years" with "odd-numbered years" in each instance and replace "odd-numbered years" with "even-numbered years" in Article X. Meetings Section 1. Annual Meeting and all following instances.

Current Language

Proposed Amendment

ARTICLE X Meetings

Section 1. Annual Meeting. Subject to proper notice, an annual meeting of the members shall be held in July for the purpose of electing officers in even-numbered years, receiving the financial statement of Texas PTA and other reports, considering legislative positions and resolutions as determined by the Texas PTA Board of Directors, and transacting such other business as specified in these bylaws and as may properly come before the annual meeting.

ARTICLE X Meetings

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Rationale: When the current governance model was approved, elections were conducted in February giving the Texas PTA Board of Directors and the Advocacy Committee nearly a full year to adequately prepare for a legislative session. Elections were later changed from February to July as part of the annual meeting at LAUNCH.

Pushing elections to July resulted in very little time to seek member input and establish mission-driven priorities in time for the upcoming legislative session. If approved, the Texas PTA Board of Directors and the Advocacy Committee will have approximately 18 months to do this important work on behalf of our members.

The proposed change will extend the current (2020 - 2022) Texas PTA Board of Directors' term by one year to July 2023. Extending board service to three years applies to *this election cycle only*. Beginning in 2023, terms will return to two years.

Because advocacy is an integral part of our mission, this is a good business decision for Texas PTA.

PROVISO: If this amendment is adopted, the amendment shall become effective at the conclusion of the 2021 Annual Meeting.

Conforming Amendments: If this amendment is adopted, the following amendments shall be deemed adopted; if this amendment fails, the following amendments will not be considered.

Article VIII, Director-at-Large. Section 1.Directors-at-Large.

Section 1.Directors-at-Large. There shall be seven directors-at-large. Four elected directors-at-large shall be elected at the annual meeting in the ~~even~~**odd**-numbered years, and three appointed directors-at-large shall be appointed by the president, subject to the approval of the board of directors, at the post-convention board of directors' meeting in ~~even~~**odd**-numbered years.

Article IX Nominations and Elections

Section 1.Nominating Committee.

B. Election of Members. The board of directors shall elect the members of the nominating committee by ballot at the meeting held between September 1 and November 1 in ~~odd~~**even**-numbered years. The election shall be by plurality vote. A vacancy on the nominating committee shall be filled by the nominee with the next greatest number of votes. The chair of the nominating committee shall be elected by the nominating committee.

D. Report of the Nominating Committee. The report of the nominating committee shall be posted on the Texas PTA website no later than April 1 in ~~even~~**odd**-numbered years and included in the notice of the annual meeting held in ~~even~~**odd**-numbered years. The report of the nominating committee shall be made at the annual meeting in ~~even~~**odd**-numbered years following which nominations from the floor may be made.

Section 2.Nominations from the Floor. Nominees from the floor shall give notice in writing to the Texas PTA President in care of the Texas PTA Office no later than May 1 in ~~even~~**odd**-numbered years. The names of the nominees from the floor shall be included in the notice of the annual meeting held in ~~even~~**odd**-numbered years.

Section 3.Election of Officers and Directors-at-Large. With the exception of the president, officers and elected directors-at-large shall be elected by ballot at the annual meeting in ~~even~~**odd**-numbered years. If there is no more than one nominee for an elected position, the nominee shall be declared elected by the President.

Proposed Amendment 2

Insert "and" to the end of item 2, strike items 3, 4, and 5, and renumber remaining items in article VII.Officers. Section 6.Duties of Officers. G.Duties of Secretary.

Current Language	Proposed Amendment
<p>ARTICLE VII Officers G. Duties of the Secretary. The secretary shall:</p> <ol style="list-style-type: none">1. record and maintain the minutes of all meetings of the members and the board of directors;2. send, or cause to be sent, notice of meetings of the members and of the board of directors;3. have custody of the corporate seal;4. affix the corporate seal on documents as authorized;5. prepare an annual narrative history for approval by the board of directors; and6. perform other duties as directed by the president.	<p>ARTICLE VII Officers G. Duties of the Secretary. The secretary shall:</p> <ol style="list-style-type: none">1. record and maintain the minutes of all meetings of the members and the board of directors;2. send, or cause to be sent, notice of meetings of the members and of the board of directors; and3. have custody of the corporate seal;4. affix the corporate seal on documents as authorized;5. prepare an annual narrative history for approval by the board of directors; and6. perform other duties as directed by the president.

Rationale: The secretary is no longer responsible for these duties. This amendment Removing them aligns the bylaws with current practice.

Proposed Amendment 3	
Replace "the" with "a" and "September" with "August" in Article IX Nominations and Elections. Section 1. Nominating Committee, Item B.	
Current Language	Proposed Amendment
<p>ARTICLE IX Nominations and Elections</p> <p>Section 1.Nominating Committee. B. Election of Members. The board of directors shall elect the members of the nominating committee by ballot at the meeting held between September 1 and November 1 in odd-numbered years. The election shall be by plurality vote. A vacancy on the nominating committee shall be filled by the nominee with the next greatest number of votes. The chair of the nominating committee shall be elected by the nominating committee.</p>	<p>ARTICLE IX Nominations and Elections</p> <p>Section 1.Nominating Committee. B. Election of Members. The board of directors shall elect the members of the nominating committee by ballot at the a meeting held between September August 1 and November 1 in odd-numbered years. The election shall be by plurality vote. A vacancy on the nominating committee shall be filled by the nominee with the next greatest number of votes. The chair of the nominating committee shall be elected by the nominating committee.</p>
<p>Rationale: The nominating committee plays a critical role in the future of our association. This amendment will allow the board of directors to elect a nominating committee sooner than our current bylaws provide, thus allowing more time for a thorough search and vetting of potential candidates for state board service.</p>	

Proposed Amendment 4	
Replace "May 1" with "5 p.m. (Central Time) on April 15" in Article IX Nominations and Elections. Section 2. Nominations from the Floor.	
Current Language	Proposed Amendment
<p>ARTICLE IX Nominations and Elections</p> <p>Section 2.Nominations from the Floor. Nominees from the floor shall give notice in writing to the Texas PTA President in care of the Texas PTA Office no later than May 1 in even-numbered years. The names of the nominees from the floor shall be included in the notice of the annual meeting held in even-numbered years.</p>	<p>ARTICLE IX Nominations and Elections</p> <p>Section 2.Nominations from the Floor. Nominees from the floor shall give notice in writing to the Texas PTA President in care of the Texas PTA Office no later than May ± 5 p.m. (Central Time) on April 15 in even-numbered years. The names of the nominees from the floor shall be included in the notice of the annual meeting held in even-numbered years.</p>
<p>Rationale: The nominating committee report with the names of the slated candidates is posted no later than April 1. This amendment allows two weeks for individuals to declare their intent to run from the floor. Additionally, it allows Texas PTA two more weeks to appropriately prepare for elections at an annual meeting.</p>	

Proposed Amendment 5

Strike "The" and replace "mailed" with "sent" in Article X Meetings. Section 6. Special Meetings.

Current Language

ARTICLE X Meetings

Section 6.Special Meetings. A special meeting of the members shall be called upon a two-thirds vote of the Texas PTA Board of Directors with a notice giving the place, date, time and purpose of the special meeting. The notice of a special meeting of the members shall be mailed to the Texas PTA Board of Directors, past Texas PTA presidents and presidents of constituent divisions at least 30 days but no more than 60 days prior to the meeting. The notice of a special meeting shall also be posted on the Texas PTA website at least 30 days but no more than 60 days prior to the meeting. The voting body at a special meeting of the members shall be those Texas PTA members who have registered as in attendance. A quorum at a special meeting of the members shall be 150 members provided that a majority of the geographic areas of Texas PTA, as defined by the board of directors, is represented.

Proposed Amendment

ARTICLE X Meetings

Section 6.Special Meetings. A special meeting of the members shall be called upon a two-thirds vote of the Texas PTA Board of Directors with a notice giving the place, date, time and purpose of the special meeting. ~~The n~~ Notice of a special meeting of the members shall be ~~mailed~~ **sent** to the Texas PTA Board of Directors, past Texas PTA presidents and presidents of constituent divisions at least 30 days but no more than 60 days prior to the meeting. The notice of a special meeting shall also be posted on the Texas PTA website at least 30 days but no more than 60 days prior to the meeting. The voting body at a special meeting of the members shall be those Texas PTA members who have registered as in attendance. A quorum at a special meeting of the members shall be 150 members provided that a majority of the geographic areas of Texas PTA, as defined by the board of directors, is represented.

Rationale: Special meeting notices are no longer mailed. This amendment aligns the bylaws with current practice.

Proposed Amendment 6

Insert "is not currently serving as a Council President;" into Article XII. Board of Directors. Section 2. Eligibility. Item G and renumber remaining items.

Current Language	Proposed Amendment
<p>ARTICLE XII Board of Directors</p> <p>Section 2. Eligibility. Eligibility requirements of directors shall be an individual who:</p> <ul style="list-style-type: none">A. subscribes to, believes in and supports the mission, purposes and policies of National PTA and Texas PTA;B. is a member of a Local PTA in membership with Texas PTA within thirty days of election or appointment to the Board in the membership years covering the term of service;C. be a member of a Local PTA in membership with Texas PTA within 30 days of the membership year in which you serve; receives no compensation or honoraria from the association except reimbursement for reasonable expenses as set forth in Texas PTA policies and procedures;D. has no financial interest, direct or indirect, in any transaction made by the association without the approval of the board of directors;E. has met the criteria or is committed to meeting the criteria of service as established by the board of directors;F. neither holds nor announces candidacy to any elected public office;G. has not served more than 15 years on the board of directors; andH. has not served as Texas PTA president.	<p>ARTICLE XII Board of Directors</p> <p>Section 2. Eligibility. Eligibility requirements of directors shall be an individual who:</p> <ul style="list-style-type: none">A. subscribes to, believes in and supports the mission, purposes and policies of National PTA and Texas PTA;B. is a member of a Local PTA in membership with Texas PTA within thirty days of election or appointment to the Board in the membership years covering the term of service;C. be a member of a Local PTA in membership with Texas PTA within 30 days of the membership year in which you serve; receives no compensation or honoraria from the association except reimbursement for reasonable expenses as set forth in Texas PTA policies and procedures;D. has no financial interest, direct or indirect, in any transaction made by the association without the approval of the board of directors;E. has met the criteria or is committed to meeting the criteria of service as established by the board of directors;F. neither holds nor announces candidacy to any elected public office;G. is not currently serving as a Council President;H. has not served more than 15 years on the board of directors; and,I. has not served as Texas PTA president.
<p>Rationale: Serving as council president is a significant job with lots of responsibilities. This amendment ensures councils and the locals they serve receive the full attention and focus they deserve, while also protecting the level of responsibility and service required at the state board level.</p>	

Proposed Amendment 7
Insert "Section 4.Duties. Execute fiduciary responsibilities for the association including duty of care, duty of loyalty and duty of obedience." and renumber remaining sections in Article XII.
Proposed Amendment
<p>ARTICLE XII Board of Directors</p> <p>Section 4.Duties. Execute fiduciary responsibilities for the association including duty of care, duty of loyalty and duty of obedience.</p>
<p>Rationale: The fiduciary responsibilities of the Board of Directors are critical to the future of the association. This amendment reinforces that importance.</p>

Proposed Amendment 8	
Replace "Two" with "Three", insert ",and one between February 1 and March 1" and strike remaining sentences from Article XII Board of Directors Section 4.A. Regular Meetings	
Current Language	Proposed Amendment
<p>ARTICLE XII Board of Directors</p> <p>Section 5.Meetings A. Regular Meeting. Two regular meetings of the board of directors shall be held in each calendar year, one in conjunction with the annual meeting, and one between September 1 and November 1. One additional regular meeting of the board of directors may be held each year at a time and place as called by the president or five members of the board of directors with notice given in writing, including electronic mail, at least 30 days but not more than 60 days before the meeting to each member of the board of directors. Notice may be waived by the members of the board of directors as provided by law.</p>	<p>ARTICLE XII Board of Directors</p> <p>Section 4.Meetings A. Regular Meeting. Two Three regular meetings of the board of directors shall be held in each calendar year, one in conjunction with the annual meeting, and one between September 1 and November 1, and one between February 1 and March 1. One additional regular meeting of the board of directors may be held each year at a time and place as called by the president or five members of the board of directors with notice given in writing, including electronic mail, at least 30 days but not more than 60 days before the meeting to each member of the board of directors. Notice may be waived by the members of the board of directors as provided by law.</p>
<p>Rationale: This amendment serves to clarify the number and timing of Texas PTA Board of Directors' meetings.</p>	

Proposed Amendment 9

Strike current Article XII Board of Directors. Section 5 Notice and insert new Article XII Board of Directions. Section 5 Notice.

Current Language

ARTICLE XII Board of Directors

Section 5. Notice. Notice shall be in writing (including electronic mail, facsimile, or other means of immediate communication, etc.) and shall be deemed given at the time when the same is personally delivered, or delivered to a common carrier for overnight or next business day delivery, but notice shall also be deemed given seven days after it is deposited in the United States Postal Service with first class postage thereon prepaid. All such notices shall be directed to the director's address, facsimile number or email address as shown on the records of the association. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice.

Proposed Amendment

ARTICLE XII Board of Directors

~~**Section 5. Notice.** Notice shall be in writing (including electronic mail, facsimile, or other means of immediate communication, etc.) and shall be deemed given at the time when the same is personally delivered, or delivered to a common carrier for overnight or next business day delivery, but notice shall also be deemed given seven days after it is deposited in the United States Postal Service with first class postage thereon prepaid. All such notices shall be directed to the director's address, facsimile number or email address as shown on the records of the association. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice.~~

ARTICLE XII Board of Directors

Section 5. Notice. Notice shall be in writing via electronic mail, text or other group communication technology agreed upon by the board. Such notices shall be directed to the director's contact information on record with Texas PTA. A waiver of notice shall be via the same means as the original notice, filed with the records of the meeting, whether before or after the holding thereof, and shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice.

Rationale: Texas PTA no longer uses fax or mail to communicate meeting notices. This amendment aligns the bylaws with current practice.