

1 **BYLAWS OF THE**
2 **TEXAS CONGRESS OF PARENTS AND TEACHERS**

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4 **ARTICLE I**
5 **Name**

6 The name of this nonprofit association shall be the Texas Congress of Parents and Teachers, commonly
7 known as and referred to in these bylaws as the Texas PTA.

8 **ARTICLE II**
9 **Purposes**

10 The purposes of Texas PTA shall be those of National PTA.

11 **Article III**
12 **Basic Policies**

13 The basic policies of Texas PTA shall be those of National PTA.

14 **ARTICLE IV**
15 **Membership and Dues**

16 **Section 1.Members.**

- 17 A. Membership in PTA shall be open without discrimination to anyone who believes in and
18 supports the mission, purposes and policies of National PTA and Texas PTA.
- 19 B. The members of Texas PTA shall be the individual members of Local PTAs whose names are on
20 file in the Texas PTA Office and for whom the national and state portion of dues have been paid
21 as designated herein.
- 22 C. Members shall not have the right to vote on any corporate matters or have any of the statutory
23 rights of "members" within the meaning of Chapter 9, Title 32, Tex. Rev. Civ. Stat., Non-Profit,
24 Cooperative, Religious and Charitable Corporations, which governs non-profit corporations in
25 the State of Texas, except as authorized by these bylaws.

26 **Section 2.Dues.**

- 27 A. Annual dues for members shall include an amount for the Local PTA as determined by the Local
28 PTA, state dues in the amount of \$2.25, and national dues as determined by National PTA.

29 **Section 3. Texas PTA Honorary Life Members.**

- 30 A. An honorary life membership may be granted to any deserving individual by a Local PTA, Council
31 PTA, or Texas PTA upon the payment of a fee as determined by the Texas PTA Board of
32 Directors.
- 33 B. An honorary life membership does not authorize the right to vote or hold office without
34 payment of the national and local portion of the dues.
- 35 C. Each honorary life membership grants an exemption from paying the Texas PTA portion of the
36 dues at only one Local PTA.

37 **ARTICLE V**
38 **Constituent Divisions**

39 The constituent divisions of Texas PTA shall be the Local PTAs within the state of Texas and other
40 divisions established by the Texas PTA Board of Directors.

41 **Section 1. Local PTAs.** The Texas PTA Board of Directors shall determine procedures for the organization
42 of Local PTAs and the Standards of Continuing Affiliation to include “good standing” requirements for
43 Local PTAs.

44 **Section 2. Other Divisions.** The Texas PTA Board of Directors may determine and set requirements for
45 other divisions of Texas PTA.

46 **ARTICLE VI**
47 **Officers**

48 **Section 1. Officers.** The officers of Texas PTA shall be president, president-elect, vice president field
49 service, vice president leadership, vice president membership, vice president programs and resources,
50 secretary, and treasurer.

51 **Section 2. Qualifications for President-Elect.** To be eligible for the office of president-elect, a member
52 must have served one term on the board of directors immediately before assuming office.

53 **Section 3. Term of Office.** The officers shall assume office at the close of the annual meeting at which
54 they are elected. These officers shall serve a term of two years or until their successors assume office.
55 The vice presidents shall not serve more than two consecutive terms in the same office, and the other
56 elected officers shall not serve more than one term in the same office.

57 **Section 4. Vacancy in Office.** In the case of a vacancy in the office of president, the president-elect shall
58 serve as president for the remainder of the term. A vacancy in any office other than president or
59 president-elect shall be filled by an affirmative vote of a majority of the remaining members of the
60 board of directors. The vacancy in the office of president-elect shall be filled at the next annual meeting
61 by the voting body. In the interim, duties of the president-elect shall be delegated by the president.

62 **Section 5. Removal and Resignation of Officers.** Any officer may be removed from office by the
63 affirmative vote of two-thirds of the members of the board of directors then in office. Any officer may
64 resign at any time by delivering a written resignation to the Texas PTA President and Secretary.

65 **Section 6. Duties of Officers.** The officers shall perform the duties as prescribed for the office in these
66 bylaws, by the board of directors, in applicable state statutes, and in the parliamentary authority.

67 **A. Duties of the President.** The president shall:

- 68 1. serve as the chair of the human resources committee;
- 69 2. appoint a parliamentarian;
- 70 3. appoint the chair of each standing committee and special committee, subject to the
71 approval of the board of directors, unless otherwise provided in these bylaws;
- 72 4. appoint the members of each standing committee and special committee unless otherwise
73 provided in these bylaws; and
- 74 5. appoint the Texas PTA representative to each meeting of the National PTA Council of States.

75 **B. Duties of the President-Elect.** The president-elect shall:

- 76 1. be the aide to the president;
- 77 2. serve as the chair of the advocacy committee and governance committee;
- 78 3. perform other duties as directed by the president; and
- 79 4. perform the duties of the president in the event the president is absent or temporarily
80 unable to execute the duties of the office.

81 **C. Duties of the Vice President Field Service.** The vice president field service shall:

- 82 1. serve as the chair of the field service committee; and
- 83 2. perform other duties as directed by the president.

84 **D. Duties of the Vice President Leadership.** The vice president leadership shall:

- 85 1. serve as the chair of the leadership committee; and
- 86 2. perform other duties as directed by the president.

87 **E. Duties of the Vice President Membership.** The vice president membership shall:

- 88 1. serve as the chair of the membership committee; and
- 89 2. perform other duties as directed by the president.

90 **F. Duties of the Vice President Programs and Resources.** The vice president programs and
91 resources shall:

- 92 1. serve as the chair of the programs and resources committee; and
- 93 2. perform other duties as directed by the president.

94 **G. Duties of the Secretary.** The secretary shall:

- 95 1. record and maintain the minutes of all meetings of the members and the board of directors;
- 96 2. send, or cause to be sent, notice of meetings of the members and of the board of directors;
- 97 3. have custody of the corporate seal;
- 98 4. affix the corporate seal on documents as authorized;
- 99 5. prepare an annual narrative history for approval by the board of directors; and
- 100 6. perform other duties as directed by the president.

101 **H. Duties of the Treasurer.** The treasurer shall:

- 102 1. serve as the chair of the budget and finance committee;
- 103 2. make a financial report to the board of directors at each meeting; and
- 104 3. perform other duties as directed by the president.

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ARTICLE VII
Directors-at-Large

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

111 **Section 2. Term of Office.** The four elected directors-at-large shall assume office at the close of the
112 annual meeting at which they are elected. The three appointed directors-at-large shall assume office
113 immediately upon the approval of their appointments by the board of directors. The directors-at-large
114 shall serve for a term of two years or until their successors assume office. The directors-at-large shall
115 not serve more than two terms.

116 **Section 3. Vacancy in Office.** A vacancy in the position of elected director-at-large shall be filled by an
117 affirmative vote of a majority of the remaining members of the board of directors, and a vacancy in the
118 position of appointed director-at-large shall be filled by appointment of the president subject to the
119 approval of the board of directors.

120 **Section 4. Removal and Resignation of Directors-at-Large.** Any director-at-large may be removed from
121 office by the affirmative vote of two-thirds of the members of the board of directors then in office. Any
122 director-at-large may resign at any time by delivering a written resignation to the Texas PTA President
123 and Secretary.

124 **Section 5. Duties of Directors-at-Large.** The directors-at-large shall perform the duties as prescribed for
125 the office in these bylaws, by the board of directors, by the president, in applicable state statutes, and in
126 the parliamentary authority.

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ARTICLE VIII
Nominations and Elections

129 **Section 1. Nominating Committee.**

130 A. **Composition.** The nominating committee shall consist of five members, no more than two of
131 whom may be from the board of directors. No two members of the nominating committee may
132 be from the same geographic area of Texas PTA as defined by the board of directors. No person
133 shall serve as a member of the nominating committee for two consecutive terms nor be eligible
134 for election to the board of directors while serving on the committee. The president and
135 president-elect shall not serve as members of this committee.

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

141 C. **Duties.** The nominating committee:
142 1. shall consider all candidates for elected positions whose submissions meet the requirements
143 set forth by the board of directors;
144 2. may consider additional candidates during its deliberations; and
145 3. shall submit only one name for each position to be filled.

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

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

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

159 **ARTICLE IX**
160 **Meetings**

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

166 **Section 2.Notice of the Annual Meeting.** The notice of the annual meeting giving the place, date, and
167 time of the annual meeting shall be provided at least 30 days but no more than 60 days in advance of
168 the annual meeting to each member of the Texas PTA Board of Directors, past Texas PTA presidents, the
169 presidents of each constituent division, and posted on the Texas PTA website.

170 **Section 3.Voting Body.** The voting body of the annual meeting of members shall be composed of the
171 following Texas PTA members who have registered and are in attendance:

- 172 A. members of the Texas PTA Board of Directors;
- 173 B. past Texas PTA presidents;
- 174 C. Council PTA presidents or their alternates;
- 175 D. Current members from each Local PTA which has achieved Active Status by December 1.

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177 **Section 4.Quorum.** The quorum at the annual meeting shall be 150 voting delegates who have
178 registered as in attendance provided that a majority of the geographic areas of Texas PTA, as defined by
179 the board of directors, is represented.

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181 **Section 5.Voting.** No delegate shall vote in more than one capacity.

182 **Section 6.Special Meetings.** A special meeting of the members shall be called upon a two-thirds vote of
183 the Texas PTA Board of Directors with a notice giving the place, date, time and purpose of the special
184 meeting. The notice of a special meeting of the members shall be mailed to the Texas PTA Board of
185 Directors, past Texas PTA presidents and presidents of constituent divisions at least 30 days but no more
186 than 60 days prior to the meeting. The notice of a special meeting shall also be posted on the Texas PTA
187 website at least 30 days but no more than 60 days prior to the meeting. The voting body at a special

188 meeting of the members shall be those Texas PTA members who have registered as in attendance. A
189 quorum at a special meeting of the members shall be 150 members provided that a majority of the
190 geographic areas of Texas PTA, as defined by the board of directors, is represented.

191 **ARTICLE X**
192 **Electronic Meetings**

193 **Section 1.**The Texas PTA Board of Directors is authorized to meet by telephone conference call or
194 through other electronic communications media so long as the meeting has been properly noticed in
195 accordance with these bylaws and all the members may simultaneously hear each other and participate
196 during the meeting.

197 **Section 2.**The board of directors may vote by postal or electronic mail between meetings. Any
198 action required or permitted to be taken at any meeting of the board of directors may be taken
199 without a meeting if a written consent, setting forth the action so taken, is signed by all the
200 members of the board of directors and such written consent shall have the same force and
201 effect as a unanimous vote at a meeting of the board of directors.

202 **ARTICLE XI**
203 **Board of Directors**

204 **Section 1.Composition.** The members of the board of directors shall be the officers and the directors-
205 at-large.

206 **Section 2.Eligibility.**Eligibility requirements of directors shall be an individual who:
207 A. subscribes to, believes in and supports the mission, purposes and policies of National PTA and
208 Texas PTA;
209 B. agrees to join the association promptly, if not a current member at the time of election or
210 appointment;
211 C. receives no compensation or honoraria from the association except reimbursement for
212 reasonable expenses as set forth in Texas PTA policies and procedures;
213 D. has no financial interest, direct or indirect, in any transaction made by the association without
214 the approval of the board of directors;
215 E. has met the criteria or is committed to meeting the criteria of service as established by the
216 board of directors;
217 F. neither holds nor announces candidacy to any elected public office;
218 G. has not served more than 15 years on the board of directors; and
219 H. has not served as Texas PTA president.

220 **Section 3. Power and Authority of the Texas PTA Board of Directors.** The business and affairs of the
221 association shall be managed by or under the direction of the Texas PTA Board of Directors, which may
222 exercise all the powers of the association, subject to the restrictions imposed by law, the Articles of
223 Incorporation or these bylaws.

224 **Section 4. Meetings.**

225 A. **Regular Meeting.** Two regular meetings of the board of directors shall be held in each calendar
226 year, one in conjunction with the annual meeting and one between September 1 and November
227 1. One additional regular meeting of the board of directors may be held each year at a time and
228 place as called by the president or five members of the board of directors with notice given in
229 writing, including electronic mail, at least 30 days but not more than 60 days before the meeting
230 to each member of the board of directors. Notice may be waived by the members of the board
231 of directors as provided by law.

232 B. **Special Meetings.** Special meetings of the board of directors may be called by the president or
233 five members of the board of directors with notice given in writing, including electronic mail, at
234 least three days before the meeting to each member of the board of directors. Notice may be
235 waived by the members of the board of directors as provided by law.

236 C. **Quorum.** A majority of the members of the board of directors shall constitute a quorum.

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

246 **Section 6. Vacancy.** Vacancies occurring as a result of the resignation, death or removal of a director shall
247 be filled by an affirmative vote of a majority of the remaining members of the board of directors unless
248 otherwise provided in these bylaws.

249 **Section 7. Removal and Resignation of Director.** Any director may be removed from office by the
250 affirmative vote of two-thirds of the members of the board of directors then in office. Any director may
251 resign at any time by delivering a written resignation to the Texas PTA President and Secretary.

252 **ARTICLE XII**
253 **Committees**

254 **Section 1. Standing Committees.**

255 A. The standing committees of Texas PTA shall be advocacy, audit, budget and finance, field
256 service, governance, human resources, leadership, membership, and programs and resources.

257 B. All standing committee chairs shall report to the board of directors and shall be responsible to
258 the president between meetings of the board.

- 259 C. The president and president-elect shall be an ex-officio member of all committees except the
 260 audit committee, nominating committee and any committees they chair as provided in the
 261 bylaws. The chair of each standing committee shall be ex-officio a member of all
 262 subcommittees within the respective committee.
- 263 D. Committees may include non-members of Texas PTA so long as at least two committee
 264 members are members of the Texas PTA Board of Directors, unless otherwise provided in these
 265 bylaws.
- 266 E. The term for committee members, except for the nominating committee, shall correspond to
 267 that of the officers.

268 **Section 2. Duties of Committees.**

- 269 A. **Advocacy Committee.** The committee shall:
 270 1. consist of the president-elect, who shall serve as the chair, and at least four additional
 271 members; and
 272 2. review the advocacy program of Texas PTA and make recommendations concerning the
 273 program to the board of directors.
- 274 B. **Audit Committee.** The committee shall:
 275 1. consist of at least three and no more than five members of the board of directors, none of
 276 whom shall be officers and each of whom shall be both independent and financially literate;
 277 2. review significant accounting and reporting issues with the board of directors;
 278 3. have general oversight responsibilities for:
 279 a. the financial reporting process;
 280 b. risk management;
 281 c. internal and, when applicable, external audit processes including engagement of any
 282 external auditing firm;
 283 d. processes for monitoring compliance with laws, regulations and the association's ethics
 284 and conflict of interest policies;
 285 e. any special investigations for noncompliance thereof; and
 286 f. audit committee management and reporting responsibilities.
- 287 C. **Budget and Finance Committee.** The committee shall:
 288 1. consist of the treasurer, who shall serve as the chair; the president-elect; and three
 289 additional members of the board of directors;
 290 2. present an annual budget to the board of directors for its approval; and
 291 3. make financial decisions between meetings of the board of directors as necessary.
- 292 D. **Field Service Committee.** The committee shall:
 293 1. consist of the vice president field service, who shall serve as the chair, and at least 20
 294 members; and
 295 2. support, guide, train and communicate with Texas PTA's constituent divisions.

- 296 E. **Governance Committee.** The committee shall:
297 1. consist of the president-elect, who shall serve as chair, and at least three members of the
298 board of directors;
299 2. review periodically the governance of Texas PTA, including documents related to the
300 association's governance and structure, to ensure the association's efficiency and
301 accountability to its purposes;
302 3. in collaboration with the field service and membership committees, determine procedures
303 for organization, affiliation, and dissolution of PTAs;
304 4. review and make recommendations regarding amendments to these bylaws to the board of
305 directors; and
306 5. review and make recommendations regarding amendments to bylaws for constituent
307 divisions to the board of directors.
- 308 F. **Human Resources Committee.** The committee shall:
309 1. consist of the president, who shall serve as the chair, the president-elect, and three
310 additional members of the board of directors; and
311 2. review, revise and approve changes to the:
312 a. human resources manual;
313 b. employee organizational chart; and
314 c. employee benefit and retirement plans; and
315 3. conduct annual performance review of the executive director; and
316 4. determine salary of executive director and approve salary ranges for other employees.
- 317 G. **Leadership Committee.** The committee shall:
318 1. consist of the vice president leadership, who shall serve as the chair, and at least six
319 additional members; and
320 2. coordinate and develop training strategies, evaluate effectiveness of leadership
321 development practices, and identify potential leaders.
- 322 H. **Membership Committee.** The committee shall:
323 1. consist of the vice president membership, who shall serve as the chair, and at least four
324 additional members;
325 2. develop and promote membership strategies and evaluate effectiveness of membership
326 development practices.
- 327 I. **Programs and Resources Committee.** The committee shall:
328 1. consist of the vice president programs and resources, who shall serve as the chair, and at
329 least four additional members;
330 2. review all adult and student programs offered or supported by Texas PTA; and
331 3. make necessary recommendations to sustain and expand such programs.
- 332 **Section 3.Special Committees.** Special committees may be created by the president or by the board of
333 directors.

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ARTICLE XIII
Indemnification

336 Unless expressly prohibited by law, the association shall indemnify any person made, or threatened to
337 be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or
338 investigative), whether such is an action by or in the right of the association or otherwise, by reason of
339 the fact that such person is or was a director, officer, employee or agent of the association or serves or
340 served any other enterprise at the request of the association (all of such persons being sometimes
341 referred to in this Article Fifteen as a "corporate functionary"), against all expenses (including attorneys'
342 fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person
343 in connection with such action, suit or proceeding, provided such person acted in good faith and in a
344 manner he or she reasonably believed to be in or not opposed to the best interests of the association
345 and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her
346 conduct was unlawful, except that no indemnification shall be made in relation to matters as to which
347 such person shall have been finally adjudged in such action, suit or proceeding to be liable to the
348 association.

349 Any indemnification under this Article shall be made by the association only as authorized in the specific
350 case upon a determination that indemnification of the corporate functionary is proper in the
351 circumstances because he or she has met the applicable standard of conduct set forth in this Article.
352 Such determination shall be made by the Texas PTA Board of Directors by a majority vote of all
353 disinterested directors.

354 The rights of indemnification provided for in this Article shall be in addition to all rights to which any
355 corporate functionary may be entitled under any agreement or as a matter of law or otherwise, and
356 shall inure to the benefit of the corporate functionary's estate, heirs, executors and administrators. If
357 this Article or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction,
358 the association shall nevertheless indemnify each corporate functionary to the full extent permitted by
359 any applicable portion of this Article that shall not have been invalidated.

360 The association may purchase and maintain insurance on behalf of any corporate functionary against
361 any liability asserted against him/her and incurred by him/her in any such capacity or arising out of
362 his/her status as such, whether or not the association would have the power to indemnify him/her
363 against such liability under the provisions of this Article.

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ARTICLE XIV
Parliamentary Authority

366 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Texas
367 PTA in all cases to which they are applicable and in which they are not inconsistent with these bylaws,
368 the Articles of Incorporation, and any other rules adopted by Texas PTA.

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ARTICLE XV
Amendment of Bylaws

371 **Section 1.Submission of Amendments.**

- 372 A. Amendments to the bylaws may be submitted by the Texas PTA Board of Directors, a standing
373 or special committee of Texas PTA, or a constituent division or its board of directors.
- 374 B. Amendments to be considered at an annual meeting shall be submitted to the Texas PTA
375 Governance Committee on or before the stated deadline, with the exception of the Texas PTA
376 Board of Directors, who may propose amendments at any time provided that the requirement
377 for notice has been met.
- 378 1. The deadline for amendments to be considered at an annual meeting to be held in an
379 even-numbered year is August 1 preceding the annual meeting at which they will be
380 considered.
- 381 2. The deadline for amendments to be considered at an annual meeting to be held in an
382 odd-numbered year is January 1 preceding the annual meeting at which they will be
383 considered.
- 384 C. Amendments to be considered at a special meeting of the members shall be submitted to the
385 Texas PTA Governance Committee at least 45 days preceding the special meeting at which they
386 will be considered, with the exception of the Texas PTA Board of Directors, who may propose
387 amendments at any time provided that the requirement for notice has been met.

388 **Section 2.Notice.** Amendments to the bylaws shall be posted on the Texas PTA website no later than 30
389 days preceding the opening of the meeting of members at which they are to be considered and shall be
390 included in the notice of such meeting of members.

391 **Section 3. Vote Required.** The bylaws may be amended by the voting body at an annual meeting or a
392 special meeting of the members by a two-thirds vote provided that notice as described in Section 2 has
393 been given and that the amendments have been approved by the Texas PTA Board of Directors.
394 Adopted bylaw amendments shall be posted on the Texas PTA website no later than 30 days following
395 the adjournment of the meeting at which they were adopted.

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397 As adopted by delegates at the Texas PTA annual meeting on July 19, 2019.