



Proposed Amendments to the Texas PTA Bylaws

For consideration by the delegates of the annual meeting, July 19, 2019.

Amendment #1

Amend Article XII. Section 2. Duties of Committees, B. Audit Committee by adding a new 3g.

- A. **Audit Committee.** The committee shall:
1. consist of at least three and no more than five members of the board of directors, none of whom shall be officers and each of whom shall be both independent and financially literate;
 2. review significant accounting and reporting issues with the board of directors;
 3. have general oversight responsibilities for:
 - a. the financial reporting process;
 - b. risk management;
 - c. internal and, when applicable, external audit processes including engagement of any external auditing firm;
 - d. processes for monitoring compliance with laws, regulations and the association's ethics and conflict of interest policies;
 - e. any special investigations for noncompliance thereof;
 - f. audit committee management and reporting responsibilities; and
 - g. recommends selection of external auditor to the board of directors.

Rationale

Recommending the external auditor is an existing duty of the Audit Committee and this language is meant to codify current practice.

Amendment #2

Amend Article XII. Section 2. Duties of Committees, C. Budget and Finance Committee by adding a new 4 and 5.

- A. **Budget and Finance Committee.** The committee shall:
1. consist of the treasurer, who shall serve as the chair; the president-elect; and three additional members of the board of directors;
 2. present an annual budget to the board of directors for its approval;
 3. make financial decisions between meetings of the board of directors as necessary;
 4. review financial guidelines for constituent divisions and make necessary recommendations to the governance committee; and
 5. review the Texas PTA Investment Policy Statement and make necessary recommendations to the board of directors.

Rationale

These additions are existing duties of the Budget and Finance Committee and this language is meant to codify current practice and clarify who receives the committee's recommendations.



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Amendment #3

Amend Article XII. Section 2. Duties of Committees, E. Governance Committee by adding a new 6 and 7.

Governance Committee. The committee shall:

1. consist of the president-elect, who shall serve as chair, and at least three members of the board of directors;
2. review periodically the governance of Texas PTA, including documents related to the association’s governance and structure, to ensure the association’s efficiency and accountability to its purposes;
3. in collaboration with the field service and membership committees, determine procedures for organization, affiliation, and dissolution of PTAs;
4. review and make recommendations regarding amendments to these bylaws to the board of directors; and
5. review and make recommendations regarding amendments to bylaws for constituent divisions to the board of directors.
6. review claims of harm to brand or name by constituent divisions and make recommendations to the board of directors as needed; and
7. review and implement the Standards of Continuing Affiliation for constituent divisions.

Rationale

The addition of #6 is intended to clarify the process for responding to claims of harm to brand or name, and the language in #7 is an existing duty of the Governance Committee and is meant to codify current practice.

Amendment #4

Amend Article XV. Section 1. Submission of Amendments., by striking subsections B1 and B2 and inserting a new B1.

Amendment to Current Language

B. Amendments to be considered at an annual meeting shall be submitted to the Texas PTA Governance Committee on or before the stated deadline, with the exception of the Texas PTA Board of Directors, who may propose amendments at any time provided that the requirement for notice has been met.

- ~~1. The deadline for amendments to be considered at an annual meeting to be held in an even-numbered year is August 1 preceding the annual meeting at which they will be considered.~~
- ~~2. The deadline for amendments to be considered at an annual meeting to be held in an odd-numbered year is January 1 preceding the annual meeting at which they will be considered.~~

Proposed Language

B. Amendments to be considered at an annual meeting shall be submitted to the Texas PTA Governance Committee on or before the stated deadline, with the exception of the Texas PTA Board of Directors, who may propose amendments at any time provided that the requirement for notice has been met.

1. The deadline for amendments to be considered at an annual meeting is January 1 preceding the annual meeting at which they will be considered.

Rationale

Language corrects an oversight when previous amendments moved Texas PTA’s annual meeting to July in all years.



Proposed Amendments to the Texas PTA Bylaws

For consideration by the delegates of the annual meeting, July 19, 2019.

Amendment #5

Amend Article IX. Section 3. Voting Body., by striking subsections D and E in their entirety and inserting a new subsection D.

Amendment to Current Language

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

- A. members of the Texas PTA Board of Directors;
- B. past Texas PTA presidents;
- C. Council PTA presidents or their alternates;
- ~~D. The president or their alternate from each Local PTA which has achieved Active Status by December 1; and~~
- ~~E. delegates from each Local PTA which has achieved Active Status by December 1 or their alternates as follows:
 - ~~1. in addition to the Local PTA President, one delegate for up to the first 50 Local PTA members accredited on the books of the Texas PTA Office as of December 1 prior to the annual meeting; and~~
 - ~~2. one additional delegate for each additional 50 Local PTA members or fraction thereof whose names are on file in the Texas PTA Office as of December 1 prior to the annual meeting.~~~~

Proposed Language

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

- A. members of the Texas PTA Board of Directors;
- B. past Texas PTA presidents;
- C. Council PTA presidents or their alternates; and
- D. current members from each Local PTA which has achieved Active Status by December 1 prior to the annual meeting.

Rationale

Amendment allows all current Texas PTA members who register for the annual meeting to be credentialed as voting delegates and ensure that all eligible attendees may have a voice in the annual meeting of Texas PTA.