

BYLAWS OF THE TEXAS CONGRESS OF PARENTS AND TEACHERS

ARTICLE I

Name

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

ARTICLE II

Purposes

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

Article III

Principles

The principles of Texas PTA shall be those of National PTA.

ARTICLE IV

Basic Policies

- A. No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.
- C. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

ARTICLE V

Constituent Divisions

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

Section 1. Local PTAs. The Texas PTA Board of Directors shall determine procedures for the organization of Local PTAs and the Standards of Continuing Affiliation to include "good standing" requirements for Local PTAs.

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

Article VI

Membership and Dues

Section 1. Members.

- A. Membership in PTA shall be open without discrimination to anyone who believes in and supports the mission, purposes and policies of National PTA and Texas PTA.

- B. The members of Texas PTA shall be the individual members of Local PTAs whose names are on file in the Texas PTA Office and for whom the national and state portion of dues have been paid as designated herein.
- C. Members shall not have the right to vote on any corporate matters or have any of the statutory rights of “members” within the meaning of Chapter 9, Title 32, Tex. Rev. Civ. Stat., Non-Profit, Cooperative, Religious and Charitable Corporations, which governs non-profit corporations in the State of Texas, except as authorized by these bylaws.

Section 2. Dues. Annual dues for members shall include an amount for the Local PTA as determined by the Local PTA, state dues in the amount of \$2.25, and national dues as determined by National PTA.

Section 3. Texas PTA Honorary Life Members.

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

**ARTICLE VII
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 odd-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.

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

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 and are in attendance:

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

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

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

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. Notice of a special meeting of the members shall be 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.

**ARTICLE VIII
Nominations and Elections**

Section 1.Nominating Committee.

- A. **Composition.** The nominating committee shall consist of five members.
- B. **Eligibility.**
 - 1. No more than two of whom may be from the board of directors.
 - 2. No two members of the nominating committee may be from the same geographic area of Texas PTA as defined by the board of directors.
 - 3. No person shall serve as a member of the nominating committee for two consecutive terms.
 - 4. No person shall be eligible for election to the board of directors while serving on the committee.
 - 5. The president and president-elect shall not serve as members of this committee.
- C. **Election of Members.** The board of directors shall elect the members of the nominating committee by ballot at a meeting held between August 1 and November 1 in 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. **Duties.** The nominating committee:
 - 1. Shall elect the chair;
 - 2. shall consider all candidates for elected positions who meet the requirements set forth by the board of directors; and
 - 3. shall submit only one name for each position to be filled.
- E. **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 odd-numbered years and included in the notice of the annual meeting held in odd-numbered years. The report of the nominating committee shall be made at the annual meeting in 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 5:00 p.m. (Central Time) on April 15 in odd-numbered years. The names of the nominees from the floor shall be included in the notice of the annual meeting held in 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 odd-numbered years. If there is no more than one nominee for an elected position, the nominee shall be declared elected by the President.

**ARTICLE IX
Board of Directors**

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

Section 2.Eligibility. Eligibility requirements of directors shall be an individual who:

- A. subscribes to, believes in and supports the mission, purposes and policies of National PTA and Texas PTA;
- B. be a member of a Local PTA in membership with Texas PTA within 30 days of the membership year in which you serve;
- C. 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; and
- H. has not served as Texas PTA president.

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

Section 4. Duties. Execute fiduciary responsibilities for the association including duty of care, duty of loyalty and duty of obedience.

Section 5. Meetings.

- A. **Regular Meeting.** Three regular meetings of the board of directors shall be held in each calendar year, one in conjunction with the annual meeting, one between September 1 and November 1, and one between February 1 and March 1.
- B. **Special Meetings.** Special meetings of the board of directors may be called by the president or five members of the board of directors with notice given in writing, including electronic mail, at least three 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.
- C. **Quorum.** A majority of the members of the board of directors shall constitute a quorum.

Section 5. Term of Office. The officers shall assume office at the close of the annual meeting at which they are elected. These officers shall serve a term of two years or until their successors assume office. The officers shall not serve more than two terms in the same office, with the exception of the President-Elect who shall only serve one term.

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

Section 6. Vacancy.

- A. In the case of a vacancy in the office of president, the president-elect shall serve as president for the remainder of the term. A vacancy in the office of president-elect shall be filled at the next annual meeting by the voting body, if the annual meeting will occur within a quarterly time period from the date of the vacancy, otherwise at a special meeting of the members, called by the board of directors according to Article VII (Meetings), Section 6 (Special Meetings). In the interim, duties of the president-elect shall be delegated by the president.
- B. Any other vacancy in any office other than president or president-elect shall be filled by an affirmative vote of a majority of the remaining members of the board of directors.
- C. A vacancy in the position of elected director-at-large shall be filled by an affirmative vote of a majority of the remaining members of the board of directors, and a vacancy in the position of appointed director-at-large shall be filled by appointment of the president subject to the approval of the board of directors.

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

Section 8. Electronic Meetings.

- A. The Texas PTA Board of Directors is authorized to meet by telephone conference call or through other electronic communications media so long as the meeting has been properly noticed in accordance with these bylaws and all the members may simultaneously hear each other and participate during the meeting.
- B. The board of directors may vote by postal or electronic mail between meetings. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the board of directors and such written consent shall have the same force and effect as a unanimous vote at a meeting of the board of directors.

Section 9. 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.

ARTICLE X Officers

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

Section 2. Qualifications for President-Elect. To be eligible for the office of president-elect, a member must have served one term on the board of directors, either in the current term or the immediately preceding term.

Section 3. Duties of Officers. The officers shall perform the duties as prescribed for the office in these bylaws, by the board of directors, in applicable state statutes, and in the parliamentary authority.

- A. **Duties of the President.** The president shall:
 1. serve as the chair of the human resources committee;
 2. appoint a parliamentarian;
 3. appoint three directors at large, subject to the approval of the board of directors;
 4. appoint the chair of each standing committee and special committee, subject to the approval of the board of directors, unless otherwise provided in these bylaws;
 5. appoint the members of each standing committee and special committee unless otherwise provided in these bylaws; and
 6. represent Texas PTA at National PTA's Constituent Associations Advisory Council or appoint a one-time replacement.
- B. **Duties of the President-Elect.** The president-elect shall:
 1. be the aide to the president;
 2. serve as the chair of the advocacy committee and governance committee;
 3. perform other duties as directed by the president; and
 4. perform the duties of the president in the event the president is absent or temporarily unable to execute the duties of the office.
- C. **Duties of the Vice President Field Service.** The vice president field service shall:
 1. serve as the chair of the field service committee; and
 2. perform other duties as directed by the president.
- D. **Duties of the Vice President Leadership.** The vice president leadership shall:
 1. serve as the chair of the leadership committee; and
 2. perform other duties as directed by the president.
- E. **Duties of the Vice President Membership.** The vice president membership shall:

1. serve as the chair of the membership committee; and
 2. perform other duties as directed by the president.
- F. **Duties of the Vice President Programs and Resources.** The vice president of programs and resources shall:
1. serve as the chair of the programs and resources committee; and
 2. perform other duties as directed by the president.
- G. **Duties of the Secretary.** The secretary shall:
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; and
 3. perform other duties as directed by the president.
- H. **Duties of the Treasurer.** The treasurer shall:
1. serve as the chair of the budget and finance committee;
 2. make a financial report to the board of directors at each meeting; and
 3. perform other duties as directed by the president.

ARTICLE XI

Directors-at-Large

Section 1. Directors-at-Large. There shall be seven directors-at-large. Four shall be elected at the annual meeting where the election occurs, and three shall be appointed by the president, subject to the approval of the board of directors, at their meeting following the election.

Section 2. Duties of Directors-at-Large. The directors-at-large shall perform the duties as prescribed for the office in these bylaws, by the board of directors, by the president, in applicable state statutes, and in the parliamentary authority.

ARTICLE XII

Committees

Section 1. Standing Committees.

- A. The standing committees of Texas PTA shall be advocacy, audit, budget and finance, field service, governance, human resources, leadership, membership, and programs and resources.
- B. All standing committee chairs shall report to the board of directors and shall be responsible to the president between meetings of the board.
- C. The president and president-elect shall be an ex-officio member of all committees except the audit committee, nominating committee and any committees they chair as provided in the bylaws. The chair of each standing committee shall be an ex-officio member of all subcommittees within the respective committee.
- D. Committees may include non-members of Texas PTA so long as at least two committee members are members of the Texas PTA Board of Directors, unless otherwise provided in these bylaws.
- E. The term for committee members, except for the nominating committee, shall correspond to that of the officers.

Section 2. Duties of Committees.

- A. **Advocacy Committee.** The committee shall:
 1. consist of the president-elect, who shall serve as the chair, and at least four additional members; and
 2. review the advocacy program of Texas PTA and make recommendations concerning the program to the board of directors.
- B. **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; and
 - f. audit committee management and reporting responsibilities.
- C. 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; and
 3. make financial decisions between meetings of the board of directors as necessary.
- D. Field Service Committee.** The committee shall:
1. consist of the vice president field service, who shall serve as the chair, and at least 20 members; and
 2. support, guide, train and communicate with Texas PTA's constituent divisions.
- E. 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 and its constituent divisions' 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.
- F. Human Resources Committee.** The committee shall:
1. consist of the president, who shall serve as the chair, the president-elect, and three additional members of the board of directors;
 2. review, revise and approve changes to the:
 - a. employee handbook;
 - b. employee organizational chart;
 - c. employee benefit and retirement plans;
 3. conduct annual performance review of the executive director; and
 4. determine the salary of the executive director and approve salary ranges for other employees.
- G. Leadership Committee.** The committee shall:
1. consist of the vice president leadership, who shall serve as the chair, and at least six additional members; and
 2. coordinate and develop training strategies, evaluate effectiveness of leadership development practices, and identify potential leaders.
- H. Membership Committee.** The committee shall:

1. consist of the vice president membership, who shall serve as the chair, and at least four additional members;
 2. develop and promote membership strategies and evaluate effectiveness of membership development practices.
- I. **Programs and Resources Committee.** The committee shall:
1. consist of the vice president programs and resources, who shall serve as the chair, and at least four additional members;
 2. review all adult and student programs offered or supported by Texas PTA; and
 3. make necessary recommendations to sustain and expand such programs.

Section 3.Special Committees. Special committees may be created by the president or by the board of directors.

ARTICLE XIII Indemnification

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

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

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

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

ARTICLE XIV Parliamentary Authority

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern Texas PTA in all cases to which they are applicable and in which they are not

inconsistent with these bylaws, the Articles of Incorporation, and any other rules adopted by Texas PTA.

ARTICLE XV
Amendment of Bylaws

Section 1. Submission of Amendments.

- A. Amendments to the bylaws may be submitted by the Texas PTA Board of Directors, a standing or special committee of Texas PTA, or a constituent division or its board of directors.
- B. Amendments to be considered at an annual meeting shall be submitted to the Texas PTA Governance Committee on or before January 1, 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.
- C. Amendments to be considered at a special meeting of the members shall be submitted to the Texas PTA Governance Committee at least 45 days preceding the special meeting at which they will be considered, 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.

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

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

As approved by delegates at the Texas PTA special meeting on July 30, 2021.