

National PTA Bylaws

Article I—Name

The name of this association is the National Congress of Parents and Teachers[®]. This association shall be referred to as “National PTA[®],” and shall be governed by the District of Columbia Nonprofit Corporation Act, referred to as “the Act.”

Article II—Purposes¹

Section 1. Objectives. The purpose or purposes (Objects) which the corporation 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 the National 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 III.

Section 3. Federal Status. National PTA is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).

Article III—Principles

The following are basic principles of National PTA:

- A.** National PTA shall be noncommercial, nonsectarian, and nonpartisan.
- B.** National PTA 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.** National PTA 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 PTA, and professional expertise shall be

¹ As stated in the Articles of Incorporation.

guiding principles for service in National PTA.

Article IV—Constituent Associations

Section 1. Constituent Associations. Constituent associations of National PTA (referred to as “constituent associations”) include:

- A. State constituent associations of National PTA that have been established in the 50 states of the United States, the District of Columbia, the U.S. Virgin Islands, Puerto Rico, and Department of Defense education activity schools in Europe and any education activity schools established by the D.O.D. in the future hereinafter called state constituent associations; or
- B. Local constituent associations organized under the direct authority of National PTA when there is no state constituent association.
- C. Local constituent associations organized under the authority of the state constituent associations.

Section 2. Qualifications.

- A. Constituent associations of National PTA are any group which:
 - 1. meets the requirements established by the board of directors
 - 2. agrees to and complies with *Standards of Affiliation*; and
 - 3. is approved by the board of directors
- B. Local constituent associations organized under the authority of the state constituent associations shall meet the qualifications of the state constituent associations.

Section 3. Purpose and Principles. The purposes and principles of National PTA, as prescribed in Articles II and III of these bylaws, shall in every case also be the purposes and principles of each constituent association.

Section 4. Governance. Each state and local constituent association organized under the direct authority of National PTA shall adopt bylaws for the governance of its association. Such bylaws shall not be in conflict with National PTA or their state nonprofit corporate laws and are subject to review by the National PTA Governance Committee.

Section 5. Membership in Constituent Associations. Membership in a PTA constituent association shall be open, without discrimination, to anyone who believes in and supports the mission, purposes, and principles of National PTA and pay dues as prescribed in Section 6 of this Article.

Section 6. Dues. Members shall pay annual dues, as may be determined by the constituent association, which shall include the portion payable to the local and state PTA constituent association as determined by the local and state PTA constituent associations, and the portion payable to National PTA as recommended by the board of directors and approved by a two-thirds vote of the voting body at a National PTA Annual Meeting.

Section 7. Dissolution. Upon the dissolution of a state constituent association, after paying or adequately providing for the debts and obligations of the association, the state constituent association’s financial holdings, property, all records and all remaining assets shall be distributed to National PTA in order to establish a new entity to service the state membership.

Article V—Membership in PTA

Section 1. Non-discrimination. Membership in PTA at all levels shall be open, without discrimination, to anyone who believes in and supports the mission, purposes and principles of National PTA and meets

other qualifications for membership as prescribed in these bylaws and pays dues as required in these bylaws.

Section 2. Classification. The National PTA shall have the following membership classifications:

A. Local/State Members. Local members shall be as prescribed in Article IV, Section 5. Upon meeting the qualifications for membership, these individuals are also automatically members of their respective state PTA constituent association and National PTA.

B. National Supporting Members. Individuals who are interested in supporting the mission, purposes, and principles of the National PTA shall pay dues directly to National PTA. National Supporting Members may not hold office or have voting privileges. National Supporting Members desiring voting privileges at state and local levels must pay dues to a state or local constituent association.

Section 3. Dues.

A. Annual Dues.

1. **Local/State.** Annual dues for each constituent association shall be as established by the constituent association as prescribed in Article IV, Section 6.

2. **National Supporting Member.** Annual dues for National Supporting Members shall be established by the National PTA Board of Directors.

B. Dues Payment. Each member of a local PTA constituent association shall pay annual dues to such local PTA constituent association.

Section 4. Membership Year.

A. The membership year for National PTA shall be July 1 through June 30.

B. The membership year for the National Supporting Member shall be for one year from the date the membership becomes active.

Section 5. Rights and Privileges. Every individual who is a member of a local constituent association organized under the authority of a state constituent association is also a member of National PTA and of the state constituent association by which such local constituent association is organized. Members of local constituent associations and National PTA shall be entitled to all the benefits of such membership, which shall include the:

A. ability to serve in governance positions in National PTA; and

B. right to vote at local, state, and National PTA meetings based upon the requirements of serving as a voting delegate.

Section 6. Termination of Membership. An individual's membership or national supporting membership may be terminated by a two-thirds (2/3) vote of the National PTA board of directors for conduct that may damage the value and goodwill associated with National PTA, or violates the purposes, policies, or bylaws of National PTA or a constituent association. The individual shall be notified in writing within three (3) days of the request to terminate. The individual will have the opportunity to attend the next scheduled meeting to address the board of directors and shall be notified of the meeting no less than fifteen (15) days prior.

Article VI—National PTA Governance Structure

Section 1. Structure. The National PTA governance structure shall include the elected officers, members of the board of directors, standing committee members, special committee members, subcommittee members, task force members, and other positions as determined by the board of directors.

Section 2. Eligibility to Serve. In order to be eligible to serve in the National PTA governance structure, an individual shall:

- A. be a current member of a constituent association;
- B. maintain membership throughout his/her term of service;
- C. consent to uphold and adhere to the National PTA policies and principles;
- D. not be a paid employee of, or under contract to, National PTA; and
- E. meet other qualifications as prescribed in these bylaws.

Section 3. Term Limits. No one shall serve more than one full term of three years in the same officer position, unless otherwise permitted in these bylaws or until a successor is elected or appointed.

Section 4. Full Term. Anyone who serves in a position for more than one-half (1/2) of a full term shall be deemed to have served a full term in such position.

Article VII—Officers

Section 1. Elected Officers. The officers of National PTA shall be a president, a president-elect, a secretary-treasurer, a vice-president of advocacy, and a vice-president of membership.

Section 2. Eligibility. In addition to the general provisions prescribed in Article VI, Section 2 the following shall apply:

- A. Only those who have served on the National PTA Board of Directors for at least one (1) full term shall be eligible for nomination or election to office.
- B. A current state constituent association president may not serve simultaneously as an officer of National PTA but may retain such state presidency until the time at which they are elected as an officer of National PTA.

Section 3. Term of Office. Elected officers shall take office at the close of the convention at which they are elected and shall serve a term of three (3) years, or until their successors are elected. Individuals may not serve in the same office for more than one (1) term. The president-elect shall succeed automatically to the office of president.

Section 4. Vacancy in Officer Positions. Vacancies shall be filled as follows:

- A. In case of a vacancy in the office of president, the president-elect shall become president and shall hold office for the balance of the term. In filling the vacancy, the president-elect shall be entitled to continue in the presidency for the following term providing not more than one-half (1/2) of a full term as president has been served. The vacancy in the office of president-elect shall be filled at the next annual meeting by the voting body. Notice of filling such vacancy must be given no less than 30 days prior to the annual meeting. In the interim, duties of the president-elect shall be delegated by the president.
- B. A vacancy in the office of a vice-president or the secretary-treasurer shall be filled by a two-thirds (2/3) vote of the board of directors. The vote shall be by ballot. When there is only one (1) candidate for the vacancy, the election may be by voice vote. Notice of filling the vacancy must be given in the call to the meeting at which the election will take place.
- C. In case of a dual vacancy in the office of president and president-elect, the office of president shall be filled on a temporary basis by a two-thirds (2/3) vote of the board of directors, by a current member of the board of directors. The said meeting to fill the temporary vacancy shall be held within ten (10) days of the dual vacancy being created and be chaired by the secretary-treasurer. In filling the vacancy for the offices of president and president-elect, they shall be filled

at the next annual meeting by the voting body, if more than one-half of the term of the office of president and president-elect shall remain. If less than one-half of the current term for the offices of president and president-elect remain, the office of president shall be filled for the remainder of that term, and then elected president shall serve the following term. Notice of filling such vacancies must be given no less than 30 days prior to the annual meeting.

Section 5. Duties of Officers. The elected officers shall perform the duties provided in this section and such other duties as prescribed for the office in these bylaws, by the board of directors, by the president, by the Act, or in the adopted parliamentary authority.

A. Duties of the President. The president shall:

1. serve as chair of the board of directors;
2. serve as an ex-officio member of all committees except the nominating and leadership recruitment committee;
3. appoint chairs and members of committees not otherwise specified;
4. serve as an ex-officio member of the National Constituent Association Advisory Council; and
5. preside at all annual meetings and during all conventions.

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

1. serve as a member of the board of directors;
2. serve as a member of the finance committee;
3. serve as chair of the National Constituent Association Advisory Council; and
4. perform the duties of the office of president in the president's absence or when the president is unable to perform such duties.

C. Duties of the Secretary-Treasurer. The secretary-treasurer shall:

1. serve as a member of the board of directors;
2. serve as financial officer and secretary of the corporation;
3. serve as chair of the finance committee;
4. serve as chair of the endowment fund of National PTA; and
5. report the financial status of National PTA to the board of directors and during the annual meeting.

D. Duties of the Vice-President of Advocacy. The vice-president of advocacy shall:

1. serve as a member of the board of directors;
2. serve as chair of the legislation committee;
3. facilitate and coordinate the work of the legislation committee to promote and deliver the national advocacy and legislative programs and activities;
4. consult and collaborate on the planning of the legislative conference; and
5. consult and/or collaborate with other committees as needed.

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

1. serve as a member of the board of directors;
2. serve as chair of the membership committee;
3. consult and collaborate on membership initiatives focused on recruitment, retention, and diversification; and
4. consult and/or collaborate with other committees as needed.

Article VIII—Elections and Appointments

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219 **Section 1. Nominating and Leadership Recruitment Committee.**

220 **A. Composition.** The nominating and leadership recruitment committee shall consist of seven (7)
221 members.

222 **B. Eligibility to Serve.** Individuals holding any elected or appointed position in National PTA shall
223 not be eligible to serve on the nominating and leadership recruitment committee. Members may
224 not serve more than one (1) term. No two (2) committee members shall be from the same state at
225 the time elected or when appointed to fill a vacancy.

226 **C. Election of Members.**

227 1. The members of the nominating and leadership recruitment committee shall be elected by
228 class annually by the voting body of the annual meeting and shall serve a term of three
229 (3) years or until their successors are elected. Class A shall consist of two (2) members;
230 Class B, two (2) members; and Class C, three (3) members.

231 2. The vote shall be conducted by ballot when there are more candidates than open
232 positions, and a plurality vote shall elect. When there is an equal number of candidates to
233 the number of open positions, the election may be held by voice vote.

234 **D. Election/Appointment of the Chair.** The committee shall elect a chair at its first meeting each
235 year following the annual convention.

236 **E. Term.** Elected members shall assume their duties at the close of the convention at which they are
237 elected or until their successors are elected.

238 **F. Vacancies.** Vacancies of the committee shall be filled as prescribed in Section 3 of this Article.

239 **G. Duties.** In addition to the responsibilities prescribed in PTA policy, the nominating and
240 leadership recruitment committee shall:

- 241 1. identify individuals who have the characteristics and skill sets needed in the leadership of
242 National PTA; screen and evaluate individuals, and nominate one (1) eligible candidate
243 for each of the offices or positions to be elected at the annual meeting; and
244 2. provide potential candidates for committee appointments to the president for
245 consideration.

246 **H. Committee Report.** The report of the committee shall be published no later than March 1. The
247 nominating and leadership recruitment committee shall report its nominees to the annual meeting
248 during the convention at which time self-nominees will also be announced.

249 **I. Self-nominations.** Members may self-nominate no later than April 1 for any position to be
250 elected at the annual meeting. Procedures for self-nomination shall be as prescribed in National
251 PTA Governance Policy Manual found at PTA.org. A list of self-nominees will be published no
252 later than 45 days prior to the annual meeting.

253 **Section 2. Officers and Board Members.**

254 **A. Eligibility.**

- 255 1. No member of the nominating and leadership recruitment committee shall be eligible to
256 be nominated for election or be appointed to another position within National PTA
257 governance during the term of service on the nominating and leadership recruitment
258 committee to which they were elected.
259 2. No name shall be placed in nomination without written consent of the nominee.
260 3. A current state constituent association president elected to the National PTA Board of
261 Directors or to the nominating and leadership recruitment committee shall resign the state

- 262 presidency within fourteen (14) days from the close of the convention of which they were
263 elected.
- 264 4. No two (2) elected directors at-large on the board of directors shall be from the same state
265 at the time elected or when appointed to fill a vacancy.
- 266 5. Nominees for officer positions shall meet the additional eligibility requirements
267 prescribed in Article VII, Section 2 of these bylaws.
- 268 **B. Procedures.** Nominees for elected positions must adhere to the election policies adopted by the
269 board of directors as prescribed in National PTA policy.
- 270 **C. Officers.** Except for the office of president, officers shall be elected by the voting body at the
271 National PTA's annual meeting every three years.
- 272 **D. Elected Directors At-Large.** Six (6) elected directors at-large on the board of directors shall be
273 nominated by the nominating and leadership recruitment committee the first and second years of
274 a three-year cycle and elected by the voting body at the National PTA Annual Meeting. Elected
275 directors at-large shall take office at the close of the convention at which they are elected. They
276 shall serve a term of three (3) years or until their successors are elected. The three-year term
277 requires that on the third year no election takes place.
- 278 **E. Appointed Directors At-Large.** No more than three (3) appointed directors at-large shall be
279 appointed by the president and approved by the board of directors within fourteen (14) days after
280 the post-convention board meeting. They shall be appointed in order to bring a particular
281 knowledge base, skill set, or diversity to the board. They shall assume office after their approval
282 by the board of directors.
- 283 **F. Youth Directors At-Large.** Two (2) youth directors at-large, who are at least 18 years of age,
284 but not more than 22 years of age on date of appointment, shall be appointed by the president and
285 approved by the board of directors within fourteen (14) days after the post-convention board
286 meeting. They shall serve a term of three (3) years or until their successors are appointed by the
287 president and approved by the board of directors.
- 288 **G. Term Limits.** Elected and appointed directors at-large may serve two terms on the board of
289 directors in any combination of these positions.
- 290 **H. Voting.** Officers and board members shall be elected by ballot (electronic or paper) and a
291 majority vote shall elect officers and a plurality shall elect board members. When there is only
292 one candidate for any office, that election may be held by voice vote.
- 293 **Section 3. Vacancies.** Unless otherwise stated herein, if a vacancy in any elected office, elected or
294 appointed board member position, or committee position exists, the vacancy shall be filled by the board of
295 directors as follows:
- 296 **A. Removal.**
- 297 1. The involuntary removal of an officer, board member, or committee member shall require
298 two-thirds vote of the National PTA Board of Directors. Any such individual who fails to
299 fulfill his or her duties or fails to abide by the National PTA's bylaws, policies, and/or
300 code of conduct shall be removed in accordance with the procedures set forth in National
301 PTA policy. A vacancy in any position other than president created by removal shall be
302 filled by the board of directors until the end of the unexpired term.
- 303 2. The involuntary removal of any officer or elected board member may be removed by a
304 majority vote of the voting members at the National PTA Annual Meeting or by a two-
305 thirds vote of the National PTA Board of Directors in circumstances permitted by

applicable law. A vacancy in any position other than president created by removal shall be filled by the board of directors until the end of the unexpired term.

3. Permitted by applicable law is outlined in the Governance Policy Manual Section 1.03.

B. Resignation or Death. A vacancy in any position other than president created by resignation or death shall be filled by the board of directors. Resignation from office shall require written notice of that member including an explanation for resignation to the remaining members of the officers, board of directors, or committee.

C. Appointed Directors At-Large and Youth Directors At-Large. In the event of a vacancy for an appointed director at-large or a youth director at-large, the balance of the term shall be filled by appointment by the president and approved by the board of directors.

D. Voting. Elections to fill vacancies shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office, that election may be held by voice vote. Notice of filling the vacancy must be given in the call to the meeting at which the election will be held.

Article IX—Board of Directors

Section 1. Composition. The members of the board of directors shall be the president, the president-elect, the secretary-treasurer, the vice-president of advocacy, the vice-president of membership, twelve (12) elected directors at-large, no more than three (3) appointed directors at-large, and two (2) youth directors at-large.

Section 2. Duties.

A. Power and Authority. The board of directors shall have full power and authority over the affairs of National PTA between annual meetings except as otherwise provided in these bylaws; the board shall adopt special rules of order and policies to govern its proceedings and the affairs of National PTA over which it has power and authority.

B. Duties of the Board of Directors. The duties of the board of directors shall include but not be limited to:

1. be responsible for the strategic direction and strategic management of the National PTA;
2. make employment decisions concerning the executive director;
3. review and act on reports and recommendations of committees and staff;
4. approve the budget;
5. approve board and committee appointments as recommended by the president;
6. approve public policy and legislative priorities;
7. establish National PTA policies and strategic plan;
8. be responsive to the constituent associations' needs; and
9. exercise such other duties as are prescribed for the board of directors in these bylaws or in the adopted parliamentary authority.

Section 3. Meetings.

A. Regular. Regular meetings of the board of directors shall be held at least four (4) times during each calendar year as determined by the board of directors. Notice of the time and place of each regular meeting shall be given in writing to each member of the board of directors at least thirty (30) days prior to the date of the meeting. Notice may be waived by members of the board in accordance with statutory requirements as established by the Act.

B. Special. Special meetings of the board of directors may be called by the president, on five (5)

days written notice to each member of the board of directors. Special meetings shall be called by the president or secretary-treasurer in like manner and on like notice on the written request of seven (7) members of the board of directors. Notice may be waived by members of the board in accordance with statutory requirements as established by the Act.

Section 4. Quorum. A quorum of the board of directors shall be a majority of the members of the board then in office.

Section 5. Emergency Powers. If a quorum of the board of directors cannot readily be assembled because of some catastrophic event per federal definition, the exercise of emergency powers is authorized as provided in the statutes of the Act.

Article X—National Constituent Association Advisory Council

Section 1. Composition. The National Constituent Association Advisory Council (“NCAAC”) shall be composed of one member from each constituent association who shall be the current state constituent association president. If the current state president is unable to attend, the state president-elect, vice-president or a current elected officer designee may represent the president.

Section 2. Chair, Vice Chair, and Secretary.

A. Chair. The National PTA president-elect shall serve as the chair.

1. **Duties.** The duties of the chair shall be to direct the work of the NCAAC as specified under Article X, Section 3. Duties.

2. **Vacancy.** In the case of a vacancy in the office of NCAAC chair, the National PTA president shall appoint a chair selected from among the members of the board of directors to serve until such time as a new National PTA president-elect is elected. The appointment shall be approved by the National PTA board of directors.

B. Vice Chair and Secretary. The vice chair and secretary shall be elected by a plurality vote by ballot from among the current state constituent association presidents via an electronic or in-person meeting within 45 days following the close of each National PTA Annual Convention. If there is only one candidate for office, the election may be by voice vote.

1. **Duties.** The vice chair shall preside in the absence of the chair. The secretary shall prepare the minutes and/or reports of the meetings.

2. **Vacancy.** In the case of a vacancy in the vice chair or secretary position, the NCAAC shall fill the vacancy by a plurality vote by ballot unless there is only one candidate in which case the election may be by voice vote.

3. **Term of office.** The term of office for the vice chair and secretary shall begin at the conclusion of the NCAAC meeting at which they are elected and end at the conclusion of the NCAAC meeting following the next National PTA Annual Meeting.

Section 3. Duties. The NCAAC shall:

A. identify and prioritize topics and trends to assist the board in setting the strategic direction of National PTA;

B. submit written reports and make recommendations to the board regarding emerging issues, as referenced in PTA policy; and

C. participate in leadership development.

Section 4. Meetings.

A. Regular. Regular meetings of the NCAAC shall be held two times per fiscal year, one of which

is held in conjunction with the National PTA Annual Convention. Meetings may be held electronically. Notice of the date and time of the meeting shall be given in writing to each member at least thirty (30) days prior to the date of the meeting.

- B. Additional Meetings.** Additional meetings may be called by the chair with approval of the National PTA president. Additional meetings may be held electronically.

Article XI–Committees

Section 1. Standing Committees.

- A. Composition, Appointment, Accountability, Ex-officio Members, Subcommittees, and Term.** The standing committees of National PTA shall be bylaws; diversity, inclusion, and outreach; executive director performance evaluation; field service; finance; governance; legislation; membership; and resolutions. In addition, the nominating and leadership recruitment committee is a standing committee established elsewhere in these bylaws.

1. Committee members shall be members of a PTA constituent association or National PTA.
 - a) The executive director performance evaluation, finance, and governance committees shall be composed of not less than five (5) members of the board of directors. The finance committee shall be chaired by the secretary-treasurer and the president-elect shall serve on the committee.
 - b) The bylaws, diversity, inclusion and outreach, field service, legislation, membership and resolutions committees shall be composed of not less than five (5) members; board members shall not be the majority composition of these committees.
 - c) No member shall simultaneously serve as chair of more than one standing committee.
2. The president shall appoint members of the committees within fourteen (14) days of the officer election.
3. All committees shall report to the board of directors and shall be responsible to the president between meetings of the board. Policy recommended by a committee shall be approved by the board of directors.
4. Ex-officio members:
 - a) The president shall be ex officio a member of all committees except the nominating and leadership recruitment committee.
 - b) The chair of each standing committee shall be ex officio a member of all subcommittees of that committee.
5. Subcommittees may include nonmembers of a committee recommended by the chair, appointed by the president, and approved by the board of directors.
6. Unless prescribed for otherwise in these bylaws, committee members shall serve a term of three (3) years or until their successors are elected or appointed. Committee members may serve for two (2) consecutive terms on the same committee.

- B. Responsibilities of Committees.** In addition to the responsibilities described herein, each committee shall fulfill the responsibilities outlined in PTA policy.

1. **Bylaws Committee.** The bylaws committee shall review National PTA bylaws on an

annual basis, review submitted bylaws amendments, originate proposed bylaw amendments, and submit proposed amendments or revisions to the board of directors.

2. **Diversity, Inclusion, and Outreach Committee.** The diversity, inclusion, and outreach committee shall direct efforts to create awareness of value in, and prioritization of diversity to encourage a culture of inclusion and engagement.
3. **Executive Director Performance Evaluation Committee.** The executive director performance evaluation committee shall recommend to the board of directors the evaluation process of the executive director, facilitate the annual review of the executive director, and review and recommend compensation of the executive director.
4. **Field Service Committee.** The field service committee shall develop and evaluate strategies for the effectiveness of service delivery to all constituent associations.
5. **Finance Committee.** The finance committee shall prepare and present an annual budget to the board of directors for its approval and recommend an auditing firm.
6. **Governance Committee.** The governance committee shall annually review the governance policy manual, make recommendations to the board of directors for revisions of the governance policy manual, and coordinate the annual board of directors' assessment.
7. **Legislation Committee.** The legislation committee shall review the legislative agenda of National PTA and make recommendations concerning the legislative agenda to the board of directors.
8. **Membership Committee.** The membership committee shall provide expertise in membership development and marketing; identify overall membership development strategies for National PTA; and, recommend varied membership tools and resources.
9. **Resolutions Committee.** The resolutions committee solicit, review and recommend proposed resolutions for consideration to the board of directors; and review adopted resolution and recommend to retain, amend, or rescind those resolutions.

Section 2. Special Committees. The board of directors may establish special committees as needed. The members of the special committees shall be appointed by the president and approved by the board of directors.

Article XII—Annual Meeting and Convention

Section 1. Convention. A convention shall convene each year at a place and date determined by the board of directors.

Section 2. Annual Meeting. An annual meeting shall be held in conjunction with the annual convention.

A. Call to Annual Meeting. Notice of the time and place of each annual meeting shall be posted on the National PTA website, or other electronic means as the board of directors may designate, not less than sixty (60) days prior to the date of the opening of the meeting.

B. Voting Body. The voting body of the annual meeting shall be composed of:

1. Members of the board of directors;
2. Members of National PTA standing committees and convention-related committees;
3. State constituent association presidents;
4. Past national presidents of the National PTA
5. Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major

fraction thereof, of each state constituent association PTA, as shown on the books of the secretary-treasurer of National PTA as of March 31 preceding an annual meeting, and as accredited by the state constituent association PTA; and

6. One (1) delegate per thousand (1,000) members, or major fraction thereof, of a local constituent association PTA organized under direct authority of National PTA, as shown on the books of the secretary-treasurer of National PTA as of March 31 preceding an annual meeting, and accredited by National PTA.

C. Voting. Only the members who make up the voting body at the annual meeting shall have the right to introduce motions, participate in debate, or vote at such annual meeting. There shall be no proxy voting.

D. Quorum. A quorum shall consist of one hundred and fifty (150) registered delegates representing a majority of the state constituent associations.

Article XIII—Electronic Meetings and Communication

Section 1. Meetings. The National PTA Board of Directors and all committees and subcommittees shall be authorized to meet 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.

Section 2. Annual Meeting and Convention. In times of national emergency, pandemic, natural disaster, or other events making an in-person annual meeting and convention impossible, the National PTA Board of Directors, upon majority vote, may convene the annual meeting and convention electronically or virtually, and with all business being conducted electronically as prescribed by the policy adopted by the National PTA Board of Directors. All actions adopted at an electronic or virtual meeting shall be official actions of the voting body.

Section 3. Communication. Unless members indicate otherwise to National PTA Headquarters, all communication required by these bylaws, including meeting notices, may be sent electronically unless otherwise specified in these bylaws.

Article XIV—Operational Requirements and Dissolution

Section 1. Net Earnings. No part of the net earnings of National PTA 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.

Section 2. Exempt Activities. Notwithstanding any other provision of these Articles to contrary, in no event shall National PTA carry on any other activities which are not permitted to be carried on by either: (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.

Section 3. Political Activities. National PTA or its 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.

Section 4. Dissolution. Upon the dissolution of National PTA, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or associations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA.

Article XV—Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern National PTA in all cases in which they are applicable and in which they are not in conflict with Articles of Incorporation, National PTA bylaws, policies, special rules of order, or the District of Columbia Nonprofit Corporation Act.

Article XVI—Amendments

Section 1. Amendments. These bylaws may be amended at the annual meeting by two-thirds (2/3) vote provided that the following requirements shall first have been complied with in the following order:

A. The amendments shall have been approved by the board of directors. Bylaws amendments approved by the board may be amended at the annual meeting by the voting delegates.

B. Amendments shall be sent by electronic communication in accordance with Article XIV, Section 2 to the board of directors and constituent associations and posted on the National PTA website, or other electronic means as the board of directors may designate, no less than forty-five (45) days prior to the date of the convening of the annual meeting.

Section 2. Action. Updated bylaws shall be posted on the National PTA website, or other electronic means as the board of directors may designate, within 60 days following the annual meeting at which they are amended.