

Bylaws Approved By Order of the
Texas PTA Board of Directors

Karen Day

4/6/2013
Texas PTA President

MIDWAY ISD COUNCIL OF PTAs BYLAWS

ARTICLE I: Name

The name of this association is the Midway ISD Council of Parent Teacher Associations, Area 5 PTA of the Texas Congress of Parents and Teachers (Texas PTA), a branch of the National Congress of Parents and Teachers (National PTA).

ARTICLE II: ARTICLES OF ORGANIZATION

The articles of organization of this Council PTA include: (a) the bylaws of such association and (b) the certificate of incorporation or articles of incorporation of such association (in cases in which the association is a corporation) or the articles of association by whatever name (in cases in which the association exists as an unincorporated association).

ARTICLE III: PURPOSES

Section 1. The Purposes of the Midway ISD Council of Parent Teacher Associations, in common with those of the National PTA and the Texas PTA, are:

- a. To promote the welfare of children and youth in home, school, community, and place of worship.
- b. To raise the standards of home life.
- c. To secure adequate laws for the care and protection of children and youth.
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

Section 2. The Purposes of the National PTA, the Texas PTA and this Council PTA are promoted through an advocacy and educational program directed toward parents, teachers and the general public; developed through conferences, committees, projects and programs; and governed and qualified by the basic policies set forth in Article IV.

Section 3. The association 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 (hereinafter referred to as "Internal Revenue Code").

ARTICLE IV: BASIC POLICIES

The following are basic policies of this Council PTA in common with those of the National and the Texas PTA:

- a. The association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The association shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, 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. The association shall work to promote the health and welfare of children and youth and shall seek to promote collaboration among parents, schools, and the community at large.
- d. 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 III hereof.
- e. 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 organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one (1) or more nonprofit funds, foundations, or organizations 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.
- g. 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: RELATIONSHIP WITH TEXAS PTA

Section 1. This Council PTA shall be organized and chartered under the authority of the Texas PTA, in conformity with such rules and regulations, not in conflict with the National PTA bylaws, as the Texas PTA may in its bylaws prescribe. The Texas PTA shall issue to this Council PTA an appropriate charter evidencing the due organization and good standing of this Council PTA.

Section 2. The Purposes of this Council PTA are:

- a. To unify and strengthen Local PTAs comprising this Council PTA.
- b. To provide for the conference and cooperation of the Local PTAs/PTSAs in Council PTA membership so as to create a public opinion favorable to the interests of child welfare; to encourage child welfare projects in the various Local PTAs; and to assist in the formation of new PTAs according to the plan of the Texas PTA.

- c. To promote the interest of the National PTA and of the Texas PTA within its territory that does not duplicate the work of Area or Local PTAs.

Section 3. This Council PTA shall not legislate for Local PTAs.

Section 4. This Council PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the Council PTA including, specifically, the number of its member PTAs/PTSAs and the dues collected from them. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Texas PTA or the National PTA.

Section 5. The charter of this Council PTA shall be subject to withdrawal and termination in the manner and under the circumstances provided in the bylaws of the Texas PTA.

Section 6. This Council PTA is obligated, upon dissolution by the Texas PTA:

- a. To yield up and surrender all its books and records and all of its assets and property to the Texas PTA or to such agency as may be designated by the Texas PTA;
- b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the Texas PTA or status as a constituent association of the National PTA; and
- c. To carry out promptly, under the supervision and direction of the Texas PTA, all proceedings necessary for the purpose of dissolving this Council PTA.

Section 7. Each Council PTA shall have bylaws that conform to and are approved according to Texas PTA policy.

ARTICLE VI: MEMBERS AND DUES

Section 1. Membership in the Council PTA shall consist only of Local PTAs chartered by the Texas PTA as authorized by the National PTA within the geographical boundaries of the Midway Independent School District upon payment of dues as hereinafter provided.

Section 2. A Local PTA may be a member of only one (1) Council PTA.

Section 3. The annual dues for membership in this Council PTA shall be seventy-five dollars (\$75.00) for each Local PTA and shall be due and payable no later than October 15.

Section 4. Additional Local PTAs shall be accepted at any time upon payment of the annual Council PTA dues.

Section 5. Delegates from a Local PTA whose dues are not current to the Texas PTA and this Council PTA shall not participate in the business of this Council PTA.

ARTICLE VII: VOTING BODY

Section 1. The voting body of this Council PTA shall consist of:

- a. the officers of the Council PTA;
- b. the chairmen of Council PTA standing committees;
- c. the president of each Local PTA in membership or the president's alternate;
- d. the principal of each Local PTA in membership or the principals's representative;
- e. the one (1) accredited delegate(s) of each Local PTA in membership or alternate(s); and
- f. the superintendent of schools or the superintendent's representative for each school district.

Section 2. Each Local PTA shall select their delegates and alternates according to its bylaws.

Section 3. Names of delegates and alternates from each Local PTA in membership with Council PTA shall be filed with the Council PTA secretary by the first regular Council PTA meeting and no later than October 15. A Local PTA joining or making changes after October 15 shall submit any changes in writing prior to any regular meeting in order to be eligible to vote.

Section 4. A member is entitled to only one (1) vote even though he may hold more than one (1) position. A member may represent only one (1) Local PTA as a Council PTA delegate or alternate.

Section 5. There shall be no proxy voting.

ARTICLE VIII: OFFICERS AND THEIR ELECTION

Section 1. Only persons who have paid their local, state and national dues to a Local PTA in membership with this Council PTA shall be eligible to serve in any capacity.

Section 2. Officers and their election:

- a. The officers of this Council PTA shall be a president, three (3) vice president(s), a secretary, a treasurer, a historian and a parliamentarian.
- b. Officers, with the exception of the historian and parliamentarian, shall be elected by ballot at the April meeting of the Council PTA voting body. However, if there is but one (1) nominee for any office, the election for that office may be by voice vote. The historian and the parliamentarian shall be appointed by the newly-elected president, subject to approval of the newly-elected officers.
- c. Only one (1) nominee shall be elected to serve in any one (1) office.
- d. Officers shall assume their official duties at the close of the school year and shall serve for a term of one (1) year. All officer positions not filled by election become vacant at the end of the school year.

- e. No officer shall serve in the same office for more than two (2) consecutive terms. One who has served more than one-half (1/2) of a term shall be credited with having served that term.

Section 3. A Council PTA president shall not serve as a Local PTA president while serving as Council PTA president.

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Section 4. Nominating Committee:

- a. There shall be a nominating committee composed of three (3) members and two (2) alternate(s) who shall be elected by members of the voting body of the Council PTA at a regular meeting at least two (2) months prior to the election meeting. Election shall be by plurality. The committee shall elect its own chair immediately following the meeting. No two (2) members shall be from the same Local PTA.
- b. No person may serve two (2) consecutive years on the nominating committee.
- c. The nominating committee shall nominate one (1) eligible person for each office to be filled at the election meeting in April. Additional nominations may be made from the floor. The report shall be publicized to the Council PTA membership through regular publicity channels at least fifteen (15) days before the election meeting.
- d. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.
- e. No member shall automatically serve on this committee because of his office in the Council PTA or position in the school system.
- f. The Council PTA president shall neither serve as a member nor appoint any member of this

Section 5. Vacancies:

- a. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive board, at least five (5) days notice of such election having been given.
- b. Anyone filling a vacancy in any of the elected offices shall be a graduate of the current Texas PTA Leader Orientation or complete the course within three (3) months.
- c. In the event of a vacancy in the office of president, the first vice president shall serve notice of the election and conduct the election.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. The president shall:

- a. help extend PTA work into all parts of the Council PTA territory, keeping such work in harmony with the Texas PTA plan;
- b. coordinate the work of the officers and committees, in order that the Purposes may be promoted;
- c. confirm that a quorum is present before conducting any business at any meeting of the Council PTA;
- d. preside at all meetings of the Council PTA;
- e. be authorized to sign contracts that have been approved by the executive board;
- f. be listed as the principal officer and be authorized to sign tax documents;
- g. confirm the executive board has reviewed and the membership has adopted the Texas PTA PTA/PTSA Records Retention Policy annually;
- h. appoint chairs of special committees, subject to the approval of the executive board;
- i. be authorized to sign on bank accounts as one of two required signatures on all checks;
- j. appoint an executive board member, subject to the approval of the executive board, who is not authorized to sign on the bank account to open, review, initial and date each bank statement;
- k. represent the Council PTA as prescribed by the Area 5 PTA rules;
- l. represent the Council PTA as a voting delegate at Area PTA meeting(s) and the Texas PTA convention;
- m. send the Council Activity Report form to the Texas PTA as determined by Texas PTA;
- n. confirm that all Council PTA officers and chairs are graduates of the current Texas PTA Leader Orientation or have completed the course by October 15, after their election or appointment;
- o. send the names and addresses of the Council PTA officers and chairs to the Texas PTA Office by May 1 each year;
- p. appoint a financial reconciliation committee, subject to the approval of the executive board; and
- q. serve as ex-officio member of all committees except the nominating and financial reconciliation committees.

Section 2. Newly-Elected President

The newly-elected president, within thirty (30) days after the election meeting, shall call a meeting of the newly-elected officers to:

- a. Appoint a historian and parliamentarian, subject to the approval of the executive board;
- b. Appoint standing committee chairs, subject to the approval of the executive board; and
- c. Conduct any other business as shall become necessary.

Section 3. Vice Presidents

The vice president shall:

- a. act as aide-to-the-president, and
- b. preside in the absence of the president.
 - a. First Vice President shall:
 1. be the aide-to-the-president [], and
 2. preside in the absence of the president (in the designated order).
 - b. Second Vice President shall:
 1. be in charge of scholarships, and
 2. preside in the absence of the president (in the designated order).
 - c. Third Vice President shall:
 1. be in charge of fundraising, and
 2. preside in the absence of the president (in the designated order).
 - e. Fifth Vice President shall:
 1. be in charge of , and
 2. preside in the absence of the president (in the designated order).
 - f. Sixth Vice President shall:
 1. be in charge of , and
 2. preside in the absence of the president (in the designated order).

- g. Seventh Vice President shall:
 - 1. be in charge of , and
 - 2. preside in the absence of the president (in the designated order).
- h. Eighth Vice President shall:
 - 1. be in charge of , and
 - 2. preside in the absence of the president (in the designated order).
- i. Ninth Vice President shall:
 - 1. be in charge of , and
 - 2. preside in the absence of the president (in the designated order).
- j. Tenth Vice President shall:
 - 1. be in charge of , and
 - 2. preside in the absence of the president (in the designated order).

Section 4. The secretary shall:

- a. record the minutes of all meetings;
- b. keep an accurate record of attendance at executive board meetings;
- c. keep a current copy of the bylaws;
- d. be responsible for the correspondence of the Council PTA;
- e. keep a list of delegates and alternates for each Local PTA in membership, which shall not be released to outside interests;
- f. keep an accurate list of the names of the Local PTAs in membership;
- g. keep the names and addresses of the members of the executive board, Local PTA presidents, principals with Council PTA membership, and superintendent(s) within the Council PTA boundaries;
- h. maintain records retention policy;
- i. maintain the adopted ethics/conflict of interest policy as signed by the current executive board members; and
- j. maintain a list of the names of Council PTA officers and standing committee chairs who have completed the Texas PTA Leader Orientation, with the dates each course was completed

Section 5. The treasurer shall:

- a. have custody of all funds of the Council PTA;
- b. be responsible for the maintenance of such books of account and records as conform to the requirements of Article V, Section 4;
- c. make disbursements in accordance with the budget adopted by the Council PTA voting body;
- d. sign on bank accounts as one of two required signatures on all checks;
- e. present a financial report, both written and verbal, at every meeting of Council PTA and as requested by the executive board or the voting body;
- f. make a full report at the annual meeting;
- g. keep a record of each Local PTA's Federal Employer Identification Number (EIN);
- h. keep books of account and records including bank statements, cash receipts, budgets, invoices, paid receipts and canceled checks for in accordance with the records retention policy;
- i. complete and file all necessary tax documents and;
- j. present the books to the financial reconciliation committee as requested.

Section 6. The parliamentarian shall:

- a. advise the presiding officer on questions of parliamentary procedure; and
- b. vote only when the vote is by ballot.

Section 7. The historian shall:

- a. collect and preserve documents relating to the history of the Council PTA, and
- b. present a written report to the association as the official history to be adopted at the annual meeting.

Section 8. All officers shall:

- a. be graduates of the current Texas PTA Leader Orientation or complete the course by October 15 after their election;
- b. submit a written Plan of Work to the executive board for approval;
- c. have a current copy of the Council PTA bylaws; and
- d. deliver to their successors or the president all official materials within fifteen (15) days following the date at which their successors assume their duties.

ARTICLE X: MEETINGS

Section 1. This Council PTA shall hold a minimum of four (4) meetings a year.

- a. Council PTA meetings shall be held in the months of September, October, February, April, May unless otherwise called by the executive board. Five (5) days notice shall be given if a change of date is needed.
- b. The regular meeting held in April shall be the election meeting.
- c. The annual meeting in May shall be for the purpose of receiving reports of officers and chairmen and for any other necessary business.

Section 2. Special meetings of the Council PTA may be called by the president or upon request of a majority of the members of the executive board or upon request of a majority of the Local PTAs in membership. At least five (5) days notice of such special meeting shall be given.

Section 3. Regular meetings of this Council PTA shall be open to the members of all Local PTAs holding membership in the Council PTA, but the privilege of introducing motions and voting shall be limited to the voting body as outlined in Article VII.

Section 4. A quorum for the transaction of business in any meeting of the Council PTA voting body shall consist of at least one (1) representative (president, principal or delegate from 15 % of the Local PTAs in membership. A Local PTA president, delegate or alternate who is a member of the Council PTA executive board shall not be counted in establishing the quorum.

Section 5. A Council PTA orientation shall be held for the Council PTA officers and chairs following their election and before June 30 of each year. A majority of the officers and chairs shall attend the orientation in order for the Council PTA president to attend Texas PTA Council Presidents' Training at Texas PTA expense. The orientation shall be conducted by a Texas PTA officer, a Texas PTA chair or an Area PTA officer.

Section 6. Officers' and Chairs' Training for Local PTA officers and chairs shall be sponsored by the Council PTA either in the spring or by October 15 of each year.

Section 7. The current Texas PTA Leader Orientation shall be sponsored by the Council PTA for Local PTA officers and chairs by October 15 of each year. This course shall be taught by persons with a valid trainer's card who have been assigned by the Area PTA president.

Section 8. When attending PTA functions at the expense of Council PTA or Texas PTA, delegate(s) shall attend all meetings and present a report to the Council PTA within thirty (30) days.

ARTICLE XI: EXECUTIVE BOARD

Section 1. The executive board shall consist of:

- a. the officers of the Council PTA;
- b. the chairs of standing committees;
- c. the superintendent(s) or the representative(s) appointed by the superintendent(s);
- e. the Local PTA presidents' representative(s)

Section 2. Executive board members shall serve in only one (1) capacity.

Section 3. Duties of the executive board shall be to:

- a. transact such business as may be referred to it by the Council PTA voting body;
- b. report at the regular Council PTA meetings;
- c. act in emergencies between meetings of the Council PTA;
- d. adopt the Texas PTA Council PTA Ethics/Conflict of Interest Policy annually;
- e. create standing and special committees;
- f. review the records retention policy annually;
- g. approve Plans of Work of all officers and standing committee chairs;
- h. prepare an annual budget for the upcoming fiscal year and submit to the Council PTA voting body for adoption at the annual meeting;
- i. approve routine bills within the limits of the budget; and
- j. fill vacancies of officers and chairs.

Section 4. The duties of each executive board member shall be to:

- a. attend all Council PTA meetings;
- b. sign the ethics/conflict of interest policy, as adopted;
- c. abide by the policies and procedures as set forth by Texas PTA; and
- d. perform the duties outlined in these bylaws and those assigned by the president or membership from time to time.

Section 5. Regular meetings of the executive board shall be held prior to each regular meeting of the association, the date and time to be determined by the executive board at its first meeting of the year. Special meetings of the executive board may be called by the president or upon request of a majority of the members of the executive board, five (5) days notice having been given.

Section 6. A majority of the members of the executive board shall constitute a quorum.

Section 7. No person shall be eligible to serve on the executive board for more than fifteen (15) years. Years of service shall continue to accumulate regardless of any changes made to the name or boundaries.

Section 8. A PTA member shall not serve as a voting member of this executive board while employed by, or under contract to, this Council PTA.

Section 9. There shall be no proxy voting.

Section 10. Emergency Voting

In an emergency situation, the executive board may vote by phone, email, or other electronic means if authorized by the president. Members shall have at least 24 hours to cast their votes. A two-thirds vote of the entire executive board is required for adoption, and the vote shall be recorded in the minutes of the next regular meeting of the executive board.

Section 11. Reason to remove:

By two-thirds (2/3) vote of the executive board, an officer or chair may be removed from office and from the executive board for failure to attend three (3) consecutive meetings, failure to perform duties, failure to sign the adopted ethics/conflict of interest policy, or criminal misconduct or unethical behavior in PTA business.

ARTICLE XII: STANDING AND SPECIAL COMMITTEES

Section 1. The chairs of all standing and special committees shall be members in good standing of Local PTAs holding Council PTA membership.

Section 2. The executive board may create such standing and special committees as it may deem necessary to promote the Purposes and carry on the work of this Council PTA.

Section 3. Only one (1) person shall be appointed to serve in any one (1) chair position.

Section 4. Chairs shall assume their official duties following the close of the school year and shall serve a term of one (1) year. All chair positions not filled by appointment become vacant at the close of the school year.

Section 5. No chair shall serve in the same office for more than two (2) consecutive terms. One who has served more than one-half (1/2) of a term shall be credited with having served that term.

Section 6. When a special committee is deemed necessary by the executive board or the Council PTA voting body, the chair may be appointed by the president, subject to the approval of the executive board.

Section 7. The president shall be an ex-officio member of all committees except the nominating and financial reconciliation committees.

Section 8. The quorum of any committee shall be a majority of its members.

Section 9. All standing committee chairs shall:

- a. be graduates of the current Texas PTA Leader Orientation or complete the course by October 15 or within three (3) months following appointment;
- b. present a written Plan of Work to the executive board for approval. No committee work shall be undertaken without this approval;
- c. have a current copy of the Council PTA bylaws;
- d. attend all Council PTA meetings; and
- e. deliver to their successors or the president all official materials within fifteen (15) days following the date at which their successors assume their duties.

ARTICLE XIII: REPRESENTATION AT COUNCIL PRESIDENTS' TRAINING

Section 1. Texas PTA Council Presidents' Training shall be attended by either the president, the aide-to-the-president or a Texas PTA-qualified alternate.

- a. The Texas PTA president shall be notified when the aide-to-the-president will be attending.
- b. To be eligible as a Texas PTA-qualified alternate, one shall be a graduate of the current Texas PTA Leader Orientation or complete the course by October 15 after their election and be an officer or standing committee chairman.
- c. An alternate to Texas PTA Council Presidents' Training shall be approved by the Texas PTA president. The name and position of such alternate shall be submitted in writing by the Council

Section 2. To be eligible for reimbursement by Texas PTA for the Council Presidents' Training, the following steps shall be completed:

- a. A majority of the officers and chairs shall attend a council PTA's orientation conducted by June 30.
- b. A Council Activity Report shall be submitted to the Texas PTA as determined by Texas PTA.
- c. The council's representative attending training shall submit a written report to the Texas PTA Councils Chair within thirty (30) days. The council's representative attending training shall also

ARTICLE XIV: FISCAL ACCOUNTABILITY

Section 1. The fiscal year of this Council PTA shall begin on July 1 and end on the following June 30.

Section 2: Signers of the bank account shall not be related by blood or marriage and shall not reside in the same household.

Section 3. Financial Reconciliation

- a. A financial reconciliation shall be performed:
 - 1) At the end of the fiscal year;
 - 2) When any authorized check signer is added or deleted on any bank account; or
 - 3) At any time deemed necessary by the president or three (3) or more members.

- b. The president shall appoint, subject to the approval of the executive board, a financial reconciliation committee consisting of not less than three (3) members, who are not authorized signers. Members of the financial reconciliation committee shall not be related by blood or marriage and shall not reside in the same household as the authorized signers.
- c. For the financial reconciliation to be performed at the end of the fiscal year, the president shall appoint the financial reconciliation committee at least thirty (30) days before the last meeting of the year.
- d. The financial reconciliation committee report shall be adopted by a majority vote of the Council

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the National PTA and its constituent associations in all cases in which they are applicable and in which they are not in conflict with these bylaws, the bylaws of the Texas PTA, the bylaws of the National PTA or the articles of incorporation.

ARTICLE XVI: AMENDMENTS

Section 1.

- a. These bylaws may be amended at any meeting of the Council PTA voting body, provided a quorum is present, by a two-thirds (2/3) vote of the members present and voting. Notice of each proposed amendment shall be provided to the Council PTA voting body through regular publicity channels thirty (30) days prior to the meeting at which the amendment is voted upon or at the previous regular meeting. The amendment shall be subject to approval of the Texas PTA.
- b. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the Council PTA or by a two-thirds (2/3) vote of the Council PTA executive board. The procedure for action on amendments in Section 1.a. should then be followed.
- c. After adoption by a two-thirds (2/3) vote at a meeting of the Council PTA, the bylaws and standing rules shall be submitted for approval to Texas PTA according to the policies and procedures of Texas PTA.
- d. A revision of the bylaws or any amendments shall go into effect when an approved copy is returned by the Texas PTA.

Section 2. This Council PTA shall submit a set of bylaws to the Texas PTA for review every five (5) years.

Section 3. The adoption of an amendment to any provision of the bylaws by the Texas PTA shall serve automatically and without the requirement of further action by the Council PTA to amend its corresponding bylaws.

As adopted by the Texas PTA Board of Directors February 2011, to take effect July 2011.