South Dakota PTA

Bylaws

 2022-2023

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South Dakota PTA Bylaws, Revised July 2022; Adopted \_\_\_\_\_\_\_\_\_\_\_

**Article I – Name**

The name of this organization is the South Dakota Congress of Parents and Teachers. It is also commonly known, and will be referred to in these bylaws, as “South Dakota PTA,” or simply “SD PTA.” The South Dakota Congress of Parents and Teachers is a not-for-profit corporation organized under the laws of South Dakota.

**Article II – Purposes**

**Section 1. Objectives.** The purpose or purposes of the PTA are:

1. To promote the welfare of children and youth in home, school, places of worship, and throughout the community;
2. To raise the standards of home life;
3. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
4. To promote the collaboration and engagement of families and educators in the education of children and youth;
5. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and
6. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

**Section 2. Awareness.** The purposes of the South Dakota 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 policies set forth in Article III.

**Section 3. Federal Status.** South Dakota 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 (hereinafter referred to as “Internal Revenue Code”).

**Article III – Principles**

The following are basic principles of South Dakota PTA:

1. South Dakota PTA shall be noncommercial, nonsectarian, and nonpartisan.
2. South Dakota 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.
3. South Dakota PTA shall work to promote health and welfare of children and youth, and shall seek to promote collaboration among families, schools, and the community at large.
4. Commitment to inclusiveness and equity, knowledge of PTA, and professional expertise shall be guiding principles for service in South Dakota PTA.

**Article IV – Constituent Associations**

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

1. Local constituent associations which may include early childhood, elementary school, middle school, high school, special education, or area associations not tied to a specific school PTAs (Parent Teacher Associations) or PTSAs (Parent Teacher Student Associations) organized under the authority of the South Dakota PTA; and
2. Council constituent associations PTAs/PTSAs organized under the direct authority of the South Dakota PTA are formed when there are three or more local PTA units in good standing within a geographical area who wish to form or participate in a council. Those units may be organized into a county, area, or city council.

**Section 2. Qualifications.** The South Dakota PTA shall determine criteria for establishing all constituent associations and setting standards for continuing affiliation with the South Dakota PTA and National PTA.

1. A local constituent association in good standing is one that:
	1. Notifies SD PTA of new members and their contact information monthly through the process determined by the Executive Committee;
	2. Remits both the national and state portion of membership dues by the last day of each month in which they were paid;
	3. Adopts, revises, and adheres to bylaws using the template provided by SD PTA that reflects correctly the current rules and practices of SD PTA and approved by the state bylaws committee or the board of directors in the absence of a bylaws committee;
	4. Purchases fidelity and liability insurance available at a group rate through SD PTA’s recommended agency or on their own and provides proof of insurance to SD PTA;
	5. Maintains tax-exempt status 501 (c) (3) status with the IRS or SD PTA letter of exemption;
	6. Sends at least one (1) representative to the annual convention, either virtually or in person; and
	7. Is approved by the board of directors.
2. A Council constituent association in good standing is one that:
	1. Notifies SD PTA of current roster of member local PTA units;
	2. Sends their president, or presidential designee to all meetings of the board of directors;
	3. Adopts, revises, and adheres to bylaws using the template provided by SD PTA that reflects correctly the current rules and practices of SD PTA;
	4. Is approved by the board of directors.

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

**Section 4. Governance.** Each constituent association shall adopt bylaws for the governance of its association. Such bylaws shall not be in conflict with National PTA or South Dakota PTA Bylaws. Such bylaws shall include an article on amendments and shall include a provision establishing a quorum.

**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 South Dakota PTA and pay dues as prescribed in Section 6 of this Article.

**Section 6. Dues.**

1. Local constituent associations: Members shall pay annual dues, as may be determined by the local constituent association, which shall include the portion payable to the South Dakota PTA as determined by the state and approved by a two-thirds (2/3) majority of the voting body at the South Dakota PTA Annual Convention or separate General membership business meeting, and the portion payable to National PTA as recommended by the board of directors and approved by a two-thirds (2/3) majority of the voting body at the National PTA Annual Meeting.
2. Council constituent associations: Local constituent associations shall pay annual dues, as may be determined by the council constituent association as prescribed by their bylaws.

**Section 7. Charter.** Constituent associations shall be organized and chartered under the authority of the South Dakota PTA, in conformity with such rules and regulations not in conflict with the National PTA Bylaws, as the South Dakota PTA may in its bylaws prescribe. The South Dakota PTA shall issue to each constituent association an appropriate charter evidencing the due organization and good standing of the local PTA.

**Section 7. Charter Withdrawal or Dissolution.** South Dakota PTA maintains the authority to withdraw any constituent association’s charter if they fail to remain in good standing as prescribed in Section 2 of this Article; violate National PTA Bylaws, South Dakota PTA Bylaws or their own bylaws; or participate in or promote practices or activities that may tend to defeat the purposes and basic policies of the South Dakota PTA; or upon the dissolution of a constituent association by its voting membership.

1. Upon notification or revelation of an alleged infraction or violation as prescribed in this section of this Article, the board of directors shall form a special committee as outlined in Article XI of these bylaws to make a recommendation for action to the board of directors.
2. Each constituent association is obligated, upon withdrawal of its charter by South Dakota PTA:
	1. To follow the requirements established by the board of directors;
	2. After paying or adequately providing for the debts and obligations of the association, the constituent association’s financial holdings, property, all records and all remaining assets shall be distributed South Dakota PTA or to another 501 (c) (3) organization approved by the South Dakota PTA or to another constituent association organized under the authority of the South Dakota PTA; and,
	3. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the South Dakota PTA or status as a constituent association of the National PTA.

**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 South Dakota PTA shall have the following membership classifications:

1. **Local 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 South Dakota PTA and National PTA.
2. **Rushmore At Large Members.** Individuals who are interested in supporting the mission, purposes, and principles of the South Dakota PTA shall pay dues directly to South Dakota PTA. Rushmore At Large members may not hold office or have voting privileges. Rushmore At Large members desiring voting privileges at the state and local levels must pay dues to a local constituent association.

**Section 3. Dues.**

1. **Annual Dues.**
	1. **Local.** Annual dues for each constituent association shall be as established by the constituent association as prescribed in Article IV, Section 6.
	2. **Rushmore At Large.** Annual dues for Rushmore At Large shall be established by the South Dakota PTA Board of Directors.
2. **Dues Payment.** Each member of a local PTA constituent association shall pay annual dues to such local PTA constituent association.

**Section 4. Membership Year.**

1. The membership year for South Dakota PTA shall be July 1 through June 30.
2. The membership year for Rushmore At Large members 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 South Dakota PTA is also a member of South Dakota PTA and of National PTA. Members of local constituent associations, South Dakota PTA, and National PTA shall be entitled to all the benefits of such membership, which shall include the:

1. Ability to serve in governance positions in South Dakota PTA and National PTA; and
2. 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 Rushmore At Large membership may be terminated by a two-thirds (2/3) vote of the South Dakota PTA Board of Directors for conduct that may damage the value and goodwill associated with South Dakota PTA or National PTA, or violates the purposes, policies, or bylaws of National PTA, South Dakota 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 ten (10) days prior.

**Article VI – South Dakota PTA Governance Structure**

**Section 1. Structure.** The South Dakota PTA governance structure shall include the elected officers who shall serve as the Executive Committee, 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 South Dakota PTA governance structure, an individual shall:

1. be a current member of a local constituent association;
2. maintain membership throughout their term of service;
3. consent to uphold and adhere to the South Dakota PTA policies and principles;
4. not be a paid employee of, or under contract to, South Dakota PTA; and
5. meet other qualifications as prescribed by 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.

**PROVISO:**

Terms were previously two (2) years in length and staggered. The three (3) year term will be effective beginning with the 2024 elections. Officers elected in 2022 shall complete their two (2) year term before that position will assume the three (3) year term length. Officers elected in 2023 shall serve a one (1) year term to bring the position commensurate with the other elected positions and changes to election cycles. Officers elected in 2023 may serve a full three (3) year term following the one (1) year term of 2023-2024 should all other criteria be met.

The Proviso box and its contents may be removed after the conclusion of the 2024 convention, or no later than July 1, 2024.

**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.

**Section 5. Concurrent Roles.**  Any two or more offices or governance positions may be held by the same person, except the offices of president and secretary.

**Article VII – Officers**

**Section 1. Elected Officers.** The officers of South Dakota PTA shall be a president, a president-elect, a secretary, and a treasurer.

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

**PROVISO:**

Elected officers previously included a 1st vice president, vice president of programs, vice president of advocacy, and vice president of membership. Each officer in the list in this proviso box elected in 2021 and 2022 will complete their term; however, the positions will not be elected officers moving forward.

The Proviso box and its contents may be removed after the conclusion of the 2024 convention, or no later than July 1, 2024.

1. The South Dakota PTA president may not serve simultaneously as an officer of National PTA but may retain such 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 annual convention or General membership business meeting 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 consecutively for more than one (1) term. The president-elect shall succeed automatically to the office of president.

**Section 4. Elections.** Except for the office of president, South Dakota PTA officers are elected by the voting body at South Dakota PTA’s annual convention in even-numbered years. If the election of officers is unable to be held at the annual convention, such election shall be held during a General membership business meeting as soon thereafter as is convenient with at least thirty (30) days’ notice of the Business Meeting to general membership.

**PROVISO:**

Terms were previously two (2) years in length and staggered. The three (3) year term will be effective beginning with the 2024 elections. The offices of secretary, vice president of advocacy, and vice president of membership elected in 2022 shall complete their two (2) year term before that position will assume the three (3) year term length. The offices of president, president-elect, and treasurer elected in 2023 shall serve a one (1) year term to bring the position commensurate with the other elected positions and changes to election cycles. Officers elected in 2023 may serve a full three (3) year term following the one (1) year term of 2023-2024 should all other criteria be met.

The Proviso box and its contents may be removed after the conclusion of the 2024 convention, or no later than July 1, 2024.

**Section 5. Nominating Procedures.** Nominees for elected positions must adhere to the election policies adopted by the board of directors as prescribed in South Dakota PTA policy/standing rules.

**Section 6. Voting.** Officers shall be elected by ballot (electronic or paper) and a majority vote shall elect officers. When there is only one candidate for any office, that election may be held by voice vote.

**Section 7. Vacancy in Officer Positions.** Vacancies shall be filled as follows:

1. 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 convention by the voting body to serve in the position until such time as they move into the office of president. Notice of filling such vacancy must be given no less than thirty (30) days prior to the annual convention unless the vacancy is created less than thirty (30) days prior to the annual meeting. In the interim, duties of the president-elect shall be delegated by the president.
2. A vacancy in the office of secretary or treasurer shall be filled by a two-thirds (2/3) vote of the board of directors. The vote shall be by ballot (electronic or paper). 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 a call to the meeting at which the election will take place.

**Section 8. 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 executive committee, by South Dakota Codified Laws, or in the adopted parliamentary authority.

1. **Duties of the President.** The president shall:
	1. serve as chair of the board of directors;
	2. serve as chair of the executive committee;
	3. serve as an ex officio member of all committees except the nominating committee;
	4. appoint chairs and members of committees not otherwise specified;
	5. preside at all general membership business meetings, during all conventions, and all board meetings;
	6. ensures that the National PTA Standards of Affiliation for South Dakota PTA are maintained;
	7. attend any meetings as assigned by National PTA;
	8. serve as liaison between South Dakota PTA and National PTA; and
	9. serve as a member of the National Constituent Association Advisory Council (NCAAC).
2. **Duties of the President-Elect.** The president-elect shall:
	1. serve as a voting member of the board of directors;
	2. serve as a member of the executive committee;
	3. with the assistance of the treasurer, perform all tasks related to maintaining the IRS non-profit status.
	4. attend any meetings as assigned by National PTA; and
	5. perform the duties of the office of president in the president’s absence or when the president is unable to perform such duties.
3. **Duties of the Secretary.** The secretary shall:
	1. serve as a voting member of the board of directors;
	2. serve as a member of the executive committee;
	3. keep an accurate account of all meetings, such records may be kept electronically; and
	4. provide a written report of minutes for all meetings general membership business meetings, all conventions, and all board meetings, such records may be kept electronically.
4. **Duties of the Treasurer.**  The treasurer shall:
	1. serve as a voting member of the board of directors;
	2. serve as a member of the executive committee;
	3. serve as the accounting and financial officer of the corporation;
	4. maintain a full account of the funds of the South Dakota PTA, such records may be kept electronically;
	5. cause to be kept, a full and accurate account of the receipts and disbursements in books belonging to the South Dakota PTA, such records may be kept electronically;
	6. report the financial status of South Dakota PTA to the board of directors and during all conventions;
	7. prepare, or cause to be prepared, an annual report for audit for each fiscal year (Sept. 1-Aug. 31), such records may be kept electronically; and
	8. with the assistance of the president, perform all tasks related to maintaining the IRS non-profit status.

**Article VIII – Executive Committee**

**Section 1. Executive Committee.** There shall be an executive committee of the South Dakota PTA, the members of which shall be the elected officers.

**Section 2. Duties of the Executive Committee.** The executive committee shall:

1. conduct business referred to it by the board;
2. act between meetings of the board to ensure that matters relating to the business or operation of South Dakota PTA is managed;
3. shall take no action in conflict with any action taken by the board of directors; and
4. when executive committee meetings are held, provide a report at the following board meeting.

**Section 3. Meetings**. Special meetings of the executive committee may be called by the president or upon written request of three members with five (5) days’ notice of time, place to each member of this executive committee. Notice may be waived by the members of the board in accordance with statutory requirements as established by [SDCL 47-23-21.](https://sdlegislature.gov/Statutes/Codified_Laws/2069320)

**Section 4. Quorum.** A majority of the executive committee shall constitute a quorum for the transaction of business.

**Article IX – Board of Directors**

**Section 1. Composition.** The members of the board of directors shall consist of voting and ex officio/non-voting members:

1. **The voting members shall be:**
	1. elected officers,
	2. Federal Legislative Chair (FLC)/Advocacy Chair;
	3. Membership Chair;
	4. Programs Chair

**PROVISO:**

The members of the board previously included elected officers; Immediate Past SD PTA President; Committee chairs identified in Article XI; and Council presidents. Those board members will remain active, voting members as per the 2015-2016 Bylaws until the conclusion of the 2023 convention.

The Proviso box and its contents may be removed after the conclusion of the 2023 convention, or no later than July 1, 2023.

1. **The ex officio members shall be:**
	1. Immediate Past SD PTA President;
	2. up to two (2) Youth Directors At-Large.
	3. special committee chairs as appointed by the president and approved by the board of directors; and
	4. council presidents or their official designees.

**Section 2. Duties.**

1. **Power and Authority.** The board of directors shall have full power and authority over the affairs of South Dakota PTA between convention or general membership business 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 South Dakota PTA over which is has power and authority.
2. **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 South Dakota PTA;
	2. make employment decisions concerning any potential staffing needs;
	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 South Dakota PTA policies and strategic plan;
	8. be responsive to the constituent associations’ needs;
	9. participate in National PTA-facilitated training at the start of each president’s term/year and at least every two years; and
	10. exercise such other duties as are prescribed for the board of directors in these bylaws or in the adopted parliamentary authority.

**Section 3. Meetings.**

1. **Regular.** Regular meetings of the board of directors shall be held at least three (3) times during each membership year (July 1-June 30) 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 the members of the board in accordance with statutory requirements as established by [SDCL 47-23-21.](https://sdlegislature.gov/Statutes/Codified_Laws/2069320)
2. **Special.** Special meetings of the board may be called by the president or when requested by five members upon seven (7) days written notice of the time, place to each member of the board. Notice may be waived by the members of the board in accordance with statutory requirements as established by [SDCL 47-23-21.](https://sdlegislature.gov/Statutes/Codified_Laws/2069320)

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

**Section 5. Appointments.**

1. The board of directors’ positions of Federal Legislative Chair/Advocacy Chair, Membership Chair, and Programs Chair shall be appointed by the president and approved by the executive committee. The duties for these board members are laid out in Article X, Section 2 of these bylaws.
2. The board of directors positions of Youth Directors At-Large shall be appointed by the president and approved by the voting members of the board of directors. The Youth Directors At-Large will be at least 14 years of age, but not more than 20 years of age on date of appointment.

**Section 6. Term Limits.**

**PROVISO:**

Elected officers previously included a 1st vice president, vice president of programs, vice president of advocacy, and vice president of membership. Each officer in the list in this proviso box elected in 2021 and 2022 will complete their term; however, the positions will not be elected officers moving forward. The appointed voting directors shall be appointed beginning at the conclusion of the 2024 convention.

The Proviso box and its contents may be removed after the conclusion of the 2024 convention, or no later than July 1, 2024.

1. Appointed voting directors of the board of directors may serve two (2) terms on the board of directors in any appointed position, and no more than three (3) terms in any combination of these positions.
2. Immediate past president may serve one (1) term of one (1) year.
3. Youth Directors At-Large may serve two (2) terms on the board of directors.
4. Special Committee Chairs may serve one (1) term of one (1) year, with no limit on consecutive terms.

**Section 7. Vacancies.** Unless otherwise stated herein, if a vacancy in any elected office, appointed board member positions, or committee position exists, the vacancy shall be filled by the board of directors as follows:

1. **Removal.** The involuntary removal of an officer, board member, or committee member shall require two-thirds (2/3) vote of the South Dakota PTA Board of Directors. Any such individual who fails to fulfill their duties or fails to abide by the South Dakota PTA’s bylaws, policies, and/or code of conduct shall be removed in accordance with the procedures set forth in South Dakota PTA policy/standing rules. 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.
2. **Resignation or Death.** A vacancy in any position other than president created by resignation or death shall be filled by the board of directors until the end of the unexpired term. 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.
3. **Non-Voting Directors.** In the event of a vacancy for a non-voting director, the board shall attempt to fill the vacancy by appointment by the president and approved by the board of directors, except in the case of the immediate past South Dakota President.
4. **Voting.** Elections by the board of directors to fill vacancies shall be conducted by ballot (electronic or paper) and a majority vote shall elect. 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 a call to the meeting at which the election will take place.

**Section 8. Expiration of Term.** Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the board, they shall automatically cease to be a member of the board and shall be relieved of all duties and responsibilities incident to such membership. All records, books and other materials pertaining to the position shall be turned over to the president and all funds pertaining to the position shall be returned to the treasurer within fourteen days.

**Article X – Committees**

**Section 1. Standing Committees.** There shall be three (3) standing committees of which the chairs shall serve on the board of directors as voting members. The standing committees of South Dakota PTA shall be legislation/advocacy, membership, and programs.

**Section 2. Duties of the Standing Committees Chairs.** The standing committees chairs shall perform the duties provided in this section and such other duties as prescribed for the committee in these bylaws, by the board of directors, by the president, by the executive committee, by South Dakota Codified Laws, or in the adopted parliamentary authority.

1. **Duties of the Federal Legislative Chair (FLC)/Advocacy Chair.** The FLC shall:
	1. serve as a voting member of the board of directors;
	2. serve as the chair of the State and Local Relations Committee as necessary;
	3. promote advocacy and awareness of South Dakota PTA’s state public policy agenda and legislative issues;
	4. promote advocacy and awareness of National PTA’s federal public policy agenda and legislative issues; and
	5. any roles and responsibilities as prescribed by the National PTA FLC Handbook.
2. **Duties of the Membership Chair.** The Membership Chair shall:
	1. serve as a voting member of the board of directors;
	2. prioritize membership recruitment, retention, and growth of South Dakota PTA;
	3. submit a monthly membership dues report to National PTA via the National PTA database; and
	4. with the help of the treasurer, ensure any outstanding amounts due are paid using the Automated Clearing House (ACH) payment system also known as Electronic Fund Transfers.
3. **Duties of the Programs Chair.** The Programs Chair shall:
	1. serve as a voting member of the board of directors;
	2. serve as the State Reflections Chair with all of the duties and responsibilities thereto;
	3. promote use of National PTA programs to constituent associations;
	4. develop programs specific to South Dakota PTA; and
	5. apply for grants from National PTA to grow South Dakota PTA programs and use of National PTA programs;

**Section 3. Responsibilities of Standing Committees.** In addition to the responsibilities described herein, each committee shall fulfill the responsibilities as prescribed by the board of directors.

1. **Legislation/Advocacy Committee.** The legislation committee shall review the legislative agenda of National PTA; make recommendations concerning the legislative agenda to the board of directors; 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 resolution.
2. **Membership Committee.** The membership committee shall provide expertise in membership development and marketing; identify overall membership development strategies for South Dakota PTA; and recommend varied membership tools and resources.
3. **Programs Committee.** The programs committee shall ensure successful implementation and execution of the Reflections Program; provide expertise in program development and marketing; identify overall program development strategies for South Dakota PTA; and recommend varied program tools and resources.

**Section 4. Special Committees.** The board of directors may establish special committees as needed. The board of directors shall determine the scope of the work, duties, authority and responsibilities of such committees. Special committees may include, but are not limited to, state and local relationships committee, nomination committee, budget and finance committee, bylaws and standing rules committee, scholarship committee, inclusion and equity committee, and strategic vision committee.

**Section 5. Committee Members, Accountability, Ex-officio Members, Subcommittees, and Term.**

1. Committee members shall be members of a local constituent association.
2. Unless prescribed for otherwise in these bylaws, the members of the standing and special committees shall be appointed by the president or the chair. The committee member list must be provided to the board of directors who may decline to allow a member to serve on committee through a two-thirds (2/3) vote.
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:
	1. The president shall be ex officio a member of all committees except the nominating committee.
	2. 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 appointed. Committee members may serve unlimited consecutive terms on the same committee.

**Article XI – State and Local Relations Committee**

**Section 1. State and Local Relations Committee.** Upon notification or revelation of an alleged infraction or violation as prescribed in Section 2 of this Article, the board of directors shall form a special committee as outlined in Article XI of these bylaws to make a recommendation for action to the board of directors. The committee shall be made up of a minimum of three (3) members of the board of directors, one of whom shall be the Federal Legislative Chair (FLC)/Advocacy Chair, one of whom shall be an officer, and one of whom shall be a member of the board of managers not holding an afore mentioned position. The FLC shall serve as the committee chair.

**Section 2. Duties of the State and Local Relations Committee.** This committee shall review any alleged infraction or violation of a constituent association’s failure to remain in good standing as prescribed in Article IV Section 2 of these bylaws; violation of National PTA Bylaws, South Dakota PTA Bylaws, or their own bylaws; or participation in or promotion of practices or activities that may tend to defeat the purposes and basic policies of the South Dakota PTA.

**Section 3. Administrative Action.** The South Dakota PTA board of directors shall give due consideration to the report of the committee and shall accord the constituent association an opportunity to be heard and to respond to the report. If, upon such consideration and hearing, the South Dakota PTA board of directors finds a violation by a constituent association, it may, by a two-thirds (2/3) vote of all its voting members then in office, require the constituent association to take appropriate action within a period of time stipulated by the South Dakota board of directors and if the recommended action is not taken by the constituent association within the allotted time, the South Dakota PTA board of directors may, by a two-thirds (2/3) vote of all its voting members then in office, withdraw the charter of the constituent association and terminate its status as a South Dakota PTA constituent association.

**Article XII – 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 3. Duties**. The NCAAC shall:

1. identify and prioritize topics and trends to assist the board in setting the strategic direction of National PTA;
2. submit written reports and make recommendations to the board regarding emerging issues, as referenced in PTA policy; and
3. participate in leadership development.

**Section 4. Meetings.**

1. **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.
2. **Additional Meetings.** Additional meetings may be called by the chair with approval of the National PTA president. Additional meetings may be held electronically.

**Article XIII – State Conventions and General Membership Business Meetings**

**Section 1. Convention.** An annual convention of the South Dakota PTA shall be held at such time and at such place as may be determined by the board of directors which shall include the election of officers and any other business as determined by the board of directors.

1. **Call to Convention.** Notice of the time and place of each convention shall be posted on the South Dakota 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 convention.
2. **Voting Body.** The voting body of the convention shall be composed of:
	1. The members of the board of directors;
	2. Members of South Dakota PTA standing committees and convention-related committees;
	3. Local constituent association presidents or designated alternate;
	4. The duly accredited delegates of each local PTA,
	5. The past presidents of the South Dakota PTA.
	6. One (1) additional delegate per twenty-five (25) members, or major fraction thereof, of each local constituent association, as shown on the books of the secretary of South Dakota PTA as of March 31 preceding annual convention, and as accredited by the local constituent
3. **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 convention. There will be no proxy voting.
4. **Quorum.** A quorum shall consist of twenty (20) registered delegates to the annual convention, present at any meeting of the annual convention. The vote of a majority of the voting persons comprising the voting body present in person shall decide any question, except bylaws, brought before the convention.

**Section 2. General Membership Business Meetings.** General membership business meetings of the South Dakota PTA may be held at the discretion of the board of directors for the transaction of business needing a vote from the general body. If the election of officers is unable to be held at the annual convention, such election shall be held during a general membership business meeting as soon thereafter as is convenient with at least thirty (30) days’ notice of the Business Meeting to general membership. The voting body, voting, and quorum guidelines as set forth for annual Convention shall apply for the transaction of business

**Article XIV – National Convention**

**Section 1. Voting Delegates.** The South Dakota PTA shall be entitled to accredit voting delegates for National Convention as prescribed by National PTA in its bylaws. The selection of the delegates, other than President who shall be a delegate by virtue of appointment, shall be made by the board of directors.

**Article XV – Meetings Other Than In Person and Communication**

**Section 1. Location and Notice.** All meetings/conventions of the South Dakota PTA, its board of directors, executive committee, or any other committee, regular or special, may be held either within or without this state, and upon such notice as these bylaws may prescribe. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**Section 2. Electronic Meetings.** All meetings/conventions of the South Dakota PTA, its board of directors, executive committee, or any other committee, regular or special, may be held by means of teleconference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by a member in a teleconference constitutes presence in person at a meeting.

**Section 3. Taking Action Without Meeting.** Any action required to be taken at a meeting of the members, board of directors, executive committee, or any other committee, or any action which may be taken at a meeting of , its board of directors, executive committee, or any other committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the directors, or all of the members of the committee of directors, as the case may be. Such consent and signature may be transmitted by any reasonable means including, but not limited to, traditional mail, hand delivery, email, or electronic facsimile. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the secretary of state under chapters [47-22](https://sdlegislature.gov/Statutes/Codified_Laws/DisplayStatute.aspx?Type=Statute&Statute=47-22) to [47-28](https://sdlegislature.gov/Statutes/Codified_Laws/DisplayStatute.aspx?Type=Statute&Statute=47-28), inclusive.

**Section 3. Communication.** Unless members indicate otherwise to the South Dakota PTA board of directors, all communication required by these bylaws, including meeting notices, may be sent electronically unless otherwise specified in these bylaws.

**Article XVI – Operational Requirements and Dissolutions**

**Section 1. Net Earnings.** No part of the net earnings of South Dakota PTA shall inure to the benefit of, or be distributed 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 the contrary, in no event shall South Dakota PTA 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.

**Section 3. Political Activities.** South Dakota PTA 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.

**Section 4. Dissolution.** Upon the dissolution of South Dakota 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 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.

**Article XVII – Parliamentary Authority**

The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised* shall govern South Dakota PTA in all cases in which they are applicable and in which they are not in conflict with National PTA Bylaws, policies, special rules of order or South Dakota PTA Articles of Incorporation.

**Article XVIII – Amendments**

**Section 1. Amendments.** These bylaws may be amended at an annual convention or general membership business meeting by a two-thirds (2/3) vote of those present and voting, provided the amendments have been approved by the board of directors and notice of proposed amendments has been provided to constituent organizations 30 days prior to the opening of convention or the business meeting.

**Section 2. Exceptions.** The executive committee or the board of directors by a majority vote may authorize the Bylaws and Standing Rules Committee to submit a revised set of bylaws as a substitute for the existing bylaws.

**Section 3. Action.** Updated bylaws shall be posted on the South Dakota PTA website, or other electronic means as the board of directors may designate, withing sixty (60) days following the convention or meeting as which they are amended.