

1 **National PTA Bylaws**

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3 **Article I—Name**

4 The name of this association is the National Congress of Parents and Teachers®. This association  
5 shall be referred to as “National PTA®,” and shall be governed by the District of Columbia  
6 Nonprofit Corporation Act, referred to as “the Act.”  
7

8 **Article II—Purposes<sup>1</sup>**

9 **Section 1. Objectives.** The purpose or purposes (Objects) which the corporation will hereafter  
10 pursue are:

- 11 **A.** To promote the welfare of children and youth in home, school, places of worship, and  
12 throughout the community;
- 13 **B.** To raise the standards of home life;
- 14 **C.** To advocate for laws that further the education, physical and mental health, welfare, and  
15 safety of children and youth;
- 16 **D.** To promote the collaboration and engagement of families and educators in the education  
17 of children and youth;
- 18 **E.** To engage the public in united efforts to secure the physical, mental, emotional, spiritual,  
19 and social well-being of all children and youth; and
- 20 **F.** To advocate for fiscal responsibility regarding public tax dollars in public education  
21 funding.

22 **Section 2. Awareness.** The purposes of the National PTA are promoted through advocacy and  
23 education in collaboration with parents, families, teachers, educators, students, and the public;  
24 developed through conferences, committees, projects, and programs; and governed and qualified  
25 by the basic principles set forth in Article III.

26 **Section 3. Federal Status.** National PTA is organized exclusively for the charitable, scientific,  
27 literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue  
28 Code or corresponding section of any future federal tax code (referred to as “Internal Revenue  
29 Code”).  
30

31 **Article III—Principles**

32 The following are basic principles of National PTA:

- 33 **A.** National PTA shall be noncommercial, nonsectarian, and nonpartisan.
- 34 **B.** National PTA shall work to engage and empower children, families, and educators within  
35 schools and communities to provide quality education for all children and youth, and  
36 shall seek to participate in the decision-making process by influencing school policy and  
37 advocating for children’s issues, recognizing that the legal responsibility to make  
38 decisions has been delegated by the people to boards of education, state education  
39 authorities, and local education authorities.
- 40 **C.** National PTA shall work to promote the health and welfare of children and youth, and  
41 shall seek to promote collaboration among families, schools, and the community at large.

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<sup>1</sup> As stated in the Articles of Incorporation.

42 D. Commitment to inclusiveness and equity, knowledge of PTA, and professional expertise  
43 shall be guiding principles for service in National PTA.  
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45 **Article IV—Constituent Associations**

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

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

57 **Section 2. Qualifications.**

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

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

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

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

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

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

86 **Section 1. Non-discrimination.** Membership in PTA at all levels shall be open, without  
87 discrimination, to anyone who believes in and supports the mission, purposes and principles of  
88 National PTA and meets other qualifications for membership as prescribed in these bylaws and  
89 pays dues as required in these bylaws.

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

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

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

100 **Section 3. Dues.**

101 **A. Annual Dues.**

- 102 1. **Local/State.** Annual dues for each constituent association shall be as established by  
103 the constituent association as prescribed in Article IV, Section 6.
- 104 2. **National Supporting Member.** Annual dues for National Supporting Members shall  
105 be established by the National PTA Board of Directors.

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

108 **Section 4. Membership Year.**

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

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

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

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

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

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

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## Article VI—National PTA Governance Structure

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

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

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

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

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144 **PROVISO:**

145 Article VII Officers, Section 3 Term of Office was amended June 2021 as follows:

146 **Section 3. Term of Office.** *Elected officers shall take office at the close of the convention at*  
147 *which they are elected and shall serve a term of ~~two (2)~~ three (3) years, or until their*  
148 *successors are elected. Individuals may not serve in the same office for more than one (1)*  
149 *term. The president-elect shall succeed automatically to the office of president.*

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151 With the proviso that the three (3) year term will be effective with the 2022 elections.

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153 This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual  
154 Meeting, or no later than July 1, 2022.

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

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## Article VII—Officers

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

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

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

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

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**PROVISO:**  
Article VII Officers, Section 3 Term of Office was amended June 2021 as follows:  
**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 ~~two (2)~~ 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.*  
  
With the proviso that the three (3) year term will be effective with the 2022 elections.  
  
This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual Meeting, or no later than July 1, 2022.

**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.

**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;

- 219 3. serve as chair of the finance committee;  
220 4. serve as chair of the endowment fund of National PTA; and  
221 5. report the financial status of National PTA to the board of directors and during the  
222 annual meeting.

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

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

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

- 231 1. serve as a member of the board of directors;  
232 2. serve as chair of the membership committee;  
233 3. consult and collaborate on membership initiatives focused on recruitment, retention,  
234 and diversification; and  
235 4. consult and/or collaborate with other committees as needed.  
236

237 **Article VIII—Elections and Appointments**

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

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

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

246 **C. Election of Members.**

- 247 1. The members of the nominating and leadership recruitment committee shall be  
248 elected by class annually by the voting body of the annual meeting and shall serve a  
249 term of three (3) years or until their successors are elected. Class A shall consist of  
250 two (2) members; Class B, two (2) members; and Class C, three (3) members.  
251 2. The vote shall be conducted by ballot when there are more candidates than open  
252 positions, and a plurality vote shall elect. When there is an equal number of  
253 candidates to the number of open positions, the election may be held by voice vote.

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

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

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

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

- 262 1. identify individuals who have the characteristics and skill sets needed in the  
263 leadership of National PTA;

- 264 2. screen and evaluate individuals, and nominate one (1) eligible candidate for each of  
265 the offices or positions to be elected at the annual meeting; and  
266 3. provide potential candidates for committee appointments to the president for  
267 consideration.

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

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

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

277 **A. Eligibility.**

- 278 1. No member of the nominating and leadership recruitment committee shall be eligible  
279 to be nominated for election or be appointed to another position within National PTA  
280 governance during the term of service on the nominating and leadership recruitment  
281 committee to which they were elected.  
282 2. No name shall be placed in nomination without written consent of the nominee.  
283 3. A current state constituent association president elected to the National PTA Board of  
284 Directors shall resign the state presidency by the first meeting of the board of  
285 directors following the post-convention meeting of the board of directors.  
286 4. No two (2) elected directors at-large on the board of directors shall be from the same  
287 state at the time elected or when appointed to fill a vacancy.  
288 5. Nominees for officer positions shall meet the additional eligibility requirements  
289 prescribed in Article VII, Section 2 of these bylaws.

290 **B. Procedures.** Nominees for elected positions must adhere to the election policies adopted  
291 by the board of directors as prescribed in National PTA policy.

292 **C. Officers.** Except for the office of president, officers shall be elected by the voting body at  
293 National PTA's annual meeting in each odd-numbered year.

294 **D. Elected Directors At-Large.** Each year, six (6) elected directors at-large on the board of  
295 directors shall be nominated by the nominating and leadership recruitment committee and  
296 elected by the voting body at the National PTA Annual Meeting. Elected directors at-  
297 large shall take office at the close of the convention at which they are elected. They shall  
298 serve a term of three (3) years or until their successors are elected.  
299

300 **PROVISO:**

301 Article IX Board of Directors, Section 1 Composition was amended June 2021 as follows:

302 *The members of the board of directors shall be the president, the president-elect, the*  
303 *secretary-treasurer, the vice-president of advocacy, the vice-president of membership,*  
304 *~~sixteen (16) member representatives, six (6) at-large members, and two (2) youth members~~*  
305 *twelve (12) member representatives, no more than three (3) at-large members, and two (2)*  
306 *youth members.*

307 With the proviso that the amendment shall be effective for the 2022 election cycle.  
308

309 The number of directors in the Paragraph D above is changed to conform to the number of  
310 directors required in that Article.

311  
312 This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual  
313 Meeting, or no later than July 1, 2022.

314  
315 **PROVISO:**

316 Article VII Officers, Section 3 Term of Office was amended June 2021 as follows:  
317 ***Section 3. Term of Office.*** *Elected officers shall take office at the close of the convention at*  
318 *which they are elected and shall serve a term of ~~two (2)~~ three (3) years, or until their*  
319 *successors are elected. Individuals may not serve in the same office for more than one (1)*  
320 *term. The president-elect shall succeed automatically to the office of president.*

321  
322 With the proviso that the three (3) year term will be effective with the 2022 elections. The  
323 term in Paragraph D above is changed to conform to the length of terms required in that  
324 Article.

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326 This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual  
327 Meeting, or no later than July 1, 2022.

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329 **E. Appointed Directors At-Large.** No more than three (3) appointed directors at-large shall  
330 be appointed by the president and approved by the board of directors at the first board  
331 meeting following election of the officers. They shall be appointed in order to bring a  
332 particular knowledge base, skill set, or diversity to the board. They shall assume office  
333 after their approval by the board of directors at the first board meeting following  
334 convention.

335  
336 **PROVISO:**

337 Article IX Board of Directors, Section 1 Composition was amended June 2021 as follows:  
338 *The members of the board of directors shall be the president, the president-elect, the*  
339 *secretary-treasurer, the vice-president of advocacy, the vice-president of membership,*  
340 *~~sixteen (16) member representatives, six (6) at-large members, and two (2) youth members~~*  
341 *twelve (12) member representatives, no more than three (3) at-large members, and two (2)*  
342 *youth members.*

343 With the proviso that the amendment shall be effective for the 2022 election cycle.

344  
345 The language in Paragraph E above is changed to conform to the number of directors  
346 required in that Article; specific titles were changed in a separate amendment adopted in June  
347 2021 and were effective immediately.

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349 This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual  
350 Meeting, or no later than July 1, 2022.

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352 **F. Youth Directors At-Large.** Two (2) youth directors at-large, who are at least 18 years of  
353 age, but not more than 22 years of age on date of appointment, shall be appointed by the  
354 president and approved by the board of directors at the first board meeting following



355 convention in the odd numbered years. They shall serve a term of three (3) years or until  
356 their successors are appointed by the president and approved by the board of directors.  
357

358 **PROVISO:**

359 Article VII Officers, Section 3 Term of Office was amended June 2021 as follows:

360 **Section 3. Term of Office.** *Elected officers shall take office at the close of the convention at*  
361 *which they are elected and shall serve a term of ~~two (2)~~ three (3) years, or until their*  
362 *successors are elected. Individuals may not serve in the same office for more than one (1)*  
363 *term. The president-elect shall succeed automatically to the office of president.*  
364

365 With the proviso that the three (3) year term will be effective with the 2022 elections.  
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367 This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual  
368 Meeting, or no later than July 1, 2022.  
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370 **G. Term Limits.** Elected and appointed directors at-large may serve two terms on the board  
371 of directors in any combination of these positions.

372 **H. Voting.** Officers and board members shall be elected by ballot (electronic or paper) and a  
373 majority vote shall elect officers and a plurality shall elect board members. When there is  
374 only one candidate for any office, that election may be held by voice vote.

375 **Section 3. Vacancies.** Unless otherwise stated herein, if a vacancy in any elected office, elected  
376 or appointed board member position, or committee position exists, the vacancy shall be filled by  
377 the board of directors as follows:

378 **A. Removal.** The involuntary removal of an officer, board member, or committee member shall  
379 require two-thirds vote of the National PTA Board of Directors. Any such individual who  
380 fails to fulfill his or her duties or fails to abide by the National PTA's bylaws, policies, and/or  
381 code of conduct shall be removed in accordance with the procedures set forth in National  
382 PTA policy. A vacancy in any position other than president created by removal shall be filled  
383 by the board of directors until the end of the unexpired term.

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

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

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

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

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**PROVISO:**  
Article IX Board of Directors, Section 1 Composition was amended June 2021 as follows:  
*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, ~~sixteen (16) member representatives, six (6) at-large members, and two (2) youth members~~ twelve (12) member representatives, no more than three (3) at-large members, and two (2) youth members.*  
With the proviso that the amendment shall be effective for the 2022 election cycle.  
  
While this amendment changed the number of directors, specific director titles were changed in a separate bylaws proposal adopted in June 2021.  
  
This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual Meeting, or no later than July 1, 2022.

**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.

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

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

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## **Article X—National Constituent Association Advisory Council**

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

458 **Section 2. Chair, Vice Chair, and Secretary.**

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

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

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

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

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

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

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

481 **Section 3. Duties.** The NCAAC shall:

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

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

486 **C.** participate in leadership development.

487 **Section 4. Meetings.**

488 **A. Regular.** Regular meetings of the NCAAC shall be held two times per fiscal year, one of  
489 which is held in conjunction with the National PTA Annual Convention. Meetings may  
490 be held electronically. Notice of the date and time of the meeting shall be given in writing  
491 to each member at least thirty (30) days prior to the date of the meeting.

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

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## Article XI–Committees

### 496 Section 1. Standing Committees.

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

- 502 1. Committee members shall be members of a PTA constituent association or National  
503 PTA.
- 504 a) The executive director performance review, finance, governance, and strategic  
505 vision committees shall be composed of not less than five (5) members of the  
506 board of directors. The finance committee shall be chaired by the secretary-  
507 treasurer and the president-elect shall serve on the committee.
- 508 b) The legislation, membership, and field service committees shall be composed of  
509 not less than five (5) members; board members shall not be the majority  
510 composition of these committees.
- 511 c) No member shall simultaneously serve as chair of more than one standing  
512 committee.
- 513 2. The president shall appoint members of the committees at the first board meeting  
514 following the officer election.
- 515 3. All committees shall report to the board of directors and shall be responsible to the  
516 president between meetings of the board. Policy recommended by a committee shall  
517 be approved by the board of directors.
- 518 4. Ex-officio members:
- 519 a) The president shall be ex officio a member of all committees except the  
520 nominating and leadership recruitment committee.
- 521 b) The chair of each standing committee shall be ex officio a member of all  
522 subcommittees of that committee.
- 523 5. Subcommittees may include nonmembers of a committee recommended by the chair,  
524 appointed by the president, and approved by the board of directors.
- 525 6. Unless prescribed for otherwise in these bylaws, committee members shall serve a  
526 term of three (3) years or until their successors are elected or appointed. Committee  
527 members may serve for two (2) consecutive terms on the same committee.
- 528

#### 529 **PROVISO:**

530 Article VII Officers, Section 3 Term of Office was amended June 2021 as follows:  
531 **Section 3. Term of Office.** *Elected officers shall take office at the close of the convention at*  
532 *which they are elected and shall serve a term of ~~two (2)~~ three (3) years, or until their*  
533 *successors are elected. Individuals may not serve in the same office for more than one (1)*  
534 *term. The president-elect shall succeed automatically to the office of president.*

535  
536 With the proviso that the three (3) year term will be effective with the 2022 elections.

This Proviso Box and its contents may be removed after the conclusion of the 2022 Annual Meeting, or no later than July 1, 2022.

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

1. **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.
2. **Field Service Committee.** The field service committee shall develop and evaluate strategies for the effectiveness of service delivery to all constituent associations.
3. **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.
4. **Governance Committee.** The governance committee shall review National PTA bylaws on an annual basis, review submitted bylaws amendments, originate proposed bylaw amendments, submit proposed amendments or revisions to the board of directors, annual 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.
5. **Legislation 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 resolutions.
6. **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.
7. **Strategic Vision Committee.** The strategic vision committee shall recommend to the board of directors every three years a strategic vision of National PTA and provide an annual review of the strategic vision to the board of directors.

**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.

- 581 **B. Voting Body.** The voting body of the annual meeting shall be composed of:  
582 1. Members of the board of directors;  
583 2. Members of National PTA standing committees and convention-related committees;  
584 3. State constituent association presidents;  
585 4. Past national presidents of the National PTA  
586 5. Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major  
587 fraction thereof, of each state constituent association PTA, as shown on the books of  
588 the secretary-treasurer of National PTA as of March 31 preceding an annual meeting,  
589 and as accredited by the state constituent association PTA; and  
590 6. One (1) delegate per thousand (1,000) members, or major fraction thereof, of a local  
591 constituent association PTA organized under direct authority of National PTA, as  
592 shown on the books of the secretary-treasurer of National PTA as of March 31  
593 preceding an annual meeting, and accredited by National PTA.
- 594 **C. Voting.** Only the members who make up the voting body at the annual meeting shall have  
595 the right to introduce motions, participate in debate, or vote at such annual meeting. There  
596 shall be no proxy voting.
- 597 **D. Quorum.** A quorum shall consist of one hundred and fifty (150) registered delegates  
598 representing a majority of the state constituent associations.  
599

#### 600 **Article XIII—Electronic Meetings and Communication**

601 **Section 1. Meetings.** The National PTA Board of Directors and all committees and  
602 subcommittees shall be authorized to meet by telephone conference or through other electronic  
603 communications media so long as all the members can simultaneously hear each other and  
604 participate during the meeting.

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

611 **Section 3. Communication.** Unless members indicate otherwise to National PTA Headquarters,  
612 all communication required by these bylaws, including meeting notices, may be sent  
613 electronically unless otherwise specified in these bylaws.  
614

#### 615 **Article XIV—Operational Requirements and Dissolution**

616 **Section 1. Net Earnings.** No part of the net earnings of National PTA shall inure to the benefit  
617 of, or be distributable to, its members, directors, trustees, officers, or other private persons except  
618 that the association shall be authorized and empowered to pay reasonable compensation for  
619 services rendered, and to make payments and distributions in furtherance of the purposes set  
620 forth in Article II hereof.

621 **Section 2. Exempt Activities.** Notwithstanding any other provision of these Articles to  
622 contrary, in no event shall National PTA carry on any other activities which are not permitted to  
623 be carried on by either: (i) by an association exempt from federal income tax under Section  
624 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are  
625 deductible under Section 170(c)(2) of the Internal Revenue Code.

626 **Section 3. Political Activities.** National PTA or its members in their official capacities shall not,  
627 directly or indirectly, participate or intervene (in any way, including the publishing or  
628 distributing of statements) in any political campaign on behalf of, or in opposition to, any  
629 candidate for public office, or devote more than an insubstantial part of its activities to  
630 attempting to influence legislation by propaganda or otherwise.

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

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#### **Article XV—Parliamentary Authority**

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

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#### **Article XVI—Amendments**

644 **Section 1. Amendments.** These bylaws may be amended at the annual meeting by two-thirds  
645 (2/3) vote provided that the following requirements shall first have been complied with in the  
646 following order:

- 647 **A.** The amendments shall have been approved by the board of directors. Bylaws amendments  
648 approved by the board may be amended at the annual meeting by the voting delegates.  
649 **B.** Amendments shall be sent by electronic communication in accordance with Article XIV,  
650 Section 2 to the board of directors and constituent associations and posted on the National  
651 PTA website, or other electronic means as the board of directors may designate, no less  
652 than forty-five (45) days prior to the date of the convening of the annual meeting.

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