

**VIRGINIA
PTA/PTSA
BYLAWS**

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**VIRGINIA CONGRESS
OF
PARENTS AND TEACHERS**

Richmond, Virginia

Branch of National Congress of Parents and Teachers

OCTOBER 2007

BYLAWS

As revised at the annual convention
October 1967, Roanoke

and

As amended at the annual convention

November 1968, Richmond
November 1969, Roanoke
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October 1975, Richmond
October 1976, Roanoke
October 1977, Norfolk
October 1978, Fredericksburg
October 1979, Roanoke
October 1980, Richmond
November 1981, Norfolk
October 1983, Richmond
October 1984, Arlington
November 1986, Richmond
November 1987, Roanoke
November 1989, McLean
October 1991, Richmond
November 1992, Reston
November 1993, Norfolk
November 1998, Williamsburg
November 1999, Reston
November 2000, Norfolk
November 2001, Williamsburg
November 2002, Richmond
November 2003, Reston
November 2004, Portsmouth
November 2005, Vienna
November 2006, Roanoke
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VIRGINIA PTA/PTSA BYLAWS

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VIRGINIA PTA/PTSA BYLAWS

ARTICLE I: NAME

The name of this organization is the Virginia Congress of Parents and Teachers. It is commonly known as "Virginia PTA" or "Virginia PTA/PTSA" and will be referred to in these Bylaws as the "Virginia PTA/PTSA."

#ARTICLE II: ARTICLES OF ORGANIZATION

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

#ARTICLE III: PURPOSES

Section 1. The Purposes of the Virginia PTA/PTSA, in common with those of the National PTA, are:

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

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

Section 3. The organization 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 "Internal Revenue Code").

#ARTICLE IV: BASIC POLICIES

The following are basic policies of the Virginia PTA/PTSA in common with those of the National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Purposes of the organization.

- c. The organization 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.
- d. The organization shall work with the schools to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- e. The organization shall not enter into membership with other organizations except such international or national organizations as may be approved by the National PTA Board of Directors. The Virginia PTA/PTSA or any of its divisions may cooperate with other organizations and agencies concerned with child welfare, but a PTA/PTSA representative shall make no commitments that bind the group he represents.
- f. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof.
- g. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- h. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#ARTICLE V: RELATIONSHIP WITH THE NATIONAL PTA

Section 1. The Virginia PTA/PTSA is a branch of the National PTA and exists for the purpose of accomplishing, at the state level, the Purposes of the National PTA in accordance with its policies. Within the framework of the responsibility that it shares with the National PTA for the implementation of the Purposes of the National PTA and its obligation to comply with the bylaws of the National PTA, the Virginia PTA/PTSA is a self-governing organization with independent legal existence.

Section 2. The relationship of the Virginia PTA/PTSA with the National PTA and its duties, obligations and responsibilities are set forth in the bylaws of the National PTA and in the charter that is issued by the National PTA to the Virginia PTA/PTSA.

Section 3. The adoption of an amendment to any provision of the bylaws of the National PTA shall serve automatically and without the requirement of further action by the Virginia PTA/PTSA to amend correspondingly, the bylaws of the Virginia PTA/PTSA. Notwithstanding the automatic character of the amending process, the Virginia PTA/PTSA shall promptly incorporate such amendments in its bylaws.

Section 4. The bylaws of the Virginia PTA/PTSA and all amendments thereto shall be subject to approval by the committee on Bylaws of the Board of Directors of the National PTA.

Section 5. The Virginia PTA/PTSA shall provide appropriate procedures for the organization of local PTA/PTSA's within its area. The Virginia PTA/PTSA may determine the membership year for the local PTA/PTSA's in its area and prescribe the form and content of the bylaws or other articles of organization of such local PTA/PTSA's.

Section 6. The Virginia PTA/PTSA may create or establish subsidiary organizations (districts or regions) within its area to facilitate the administration of the affairs of the Virginia PTA/PTSA and for carrying out its programs and may prescribe the form and content of the bylaws or other articles of organization of such districts (or regions).

Section 7. The Virginia PTA/PTSA may create or establish councils in counties, cities, or other areas designated by its Board of Managers for the purpose of conference, leadership training, and coordination of the efforts of local PTA/PTSA units, and may prescribe the form and content of the bylaws or other articles of organization of such councils. The local PTA/PTSA units that shall be eligible for membership and participation in the work of any council shall be determined by the Virginia PTA/PTSA. Councils shall not legislate for local units.

Section 8 In the event of surrender or withdrawal of its charter by the National PTA, in the manner provided in Article XIX of the National PTA bylaws, the Virginia PTA/PTSA is obligated:

- a. to yield up and surrender all of its books and records and all of its assets and property to the National PTA or to such agency as may be designated by the National PTA to be held for the benefit of another branch organization established by the National PTA for the area of the Virginia PTA/PTSA;
- b. to yield up all of the books and records and all of the assets and property of any controlled organization and surrender them to the National PTA or to such agency as may be designated by the National PTA to be held for the benefit of another branch organization established by the National PTA for the area of such state PTA. A controlled organization shall mean any corporation or other entity, whether nonprofit or for-profit, incorporated or unincorporated, that is controlled by such state PTA. For purposes of this section, control means ownership by vote or value of more than 50 percent of the organization, power to appoint individuals to the governing body of the organization representing more than 50 percent of the voting power, or ownership of more than 50 percent of the beneficial interests in the organization. The state PTA shall cause the governing documents of the controlled organization to reflect this obligation;
- c. to cease and desist from the further use of any name that implies or connotes association or affiliation with the National PTA or status as a branch or constituent organization of the National PTA; and
- d. to carry out promptly, under the supervision and direction of the National PTA, all proceedings necessary or desirable for the purpose of dissolving the Virginia PTA/PTSA.

Section 9. The Virginia PTA/PTSA is responsible for compliance by the local, council, district or region PTA/PTSA's within its area with the bylaws of the National PTA and the bylaws of the Virginia PTA/PTSA. The provisions of the Virginia PTA/PTSA bylaws relating to the withdrawal of the charter of a local PTA/PTSA (and the termination of its status as a PTA/PTSA unit) shall parallel the provisions of the bylaws of the National PTA relating to the withdrawal by the National PTA of the charter of the Virginia PTA/PTSA and the termination of the status of the Virginia PTA/PTSA as a branch of the National PTA.

Section 10. The Virginia PTA/PTSA shall submit to the National PTA a report of its work and activities for inclusion in the annual report of the National PTA.

Section 11. The Virginia PTA/PTSA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization, including, specifically, the number of local PTA/PTSAs within its area, the national portion of membership dues collected by such local PTA/PTSAs, the amounts of such dues received by the Virginia PTA/PTSA, and the amounts of dues remitted to the National PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the National PTA.

ARTICLE VI: LOCAL PTA/PTSAs

#Section 1. Local PTA/PTSAs shall be organized and chartered under the authority of the Virginia PTA/PTSA in the area in which the local PTA/PTSA functions, in conformity with such rules and regulations, not in conflict with the bylaws of the National PTA, as the Virginia PTA/PTSA may in its bylaws prescribe. The Virginia PTA/PTSA shall issue to each local PTA/PTSA in its area an appropriate charter evidencing the due organization and good standing of the local PTA/PTSA.

A local PTA/PTSA in good standing is one which:

- a. Adheres to the Purposes and basic policies of the PTA;
- b. Remits the state and national portion of the dues to the Virginia PTA/PTSA by dates designed in these bylaws.
- c. Has bylaws approved according to the procedures of the Virginia PTA;
- d. Submits local unit officers form and verification of local unit's employer identification number (EIN) to the state office immediately upon election of officers and no later than June 15 annually; and
- e. Meets other criteria as may be prescribed by the Virginia PTA.

#Section 2. Each local PTA/PTSA shall adopt such bylaws for the government of the organization as may be approved by the Virginia PTA/PTSA. Such bylaws shall not be in conflict with the bylaws of the National PTA or the bylaws of the Virginia PTA/PTSA.

#Section 3. Bylaws of each constituent organization shall include an article on amendments.

#Section 4. Each local PTA/PTSA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Virginia PTA/PTSA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Virginia PTA/PTSA or, where directed by the committee on state and national relationships, by a duly authorized representative of the National PTA.

#Section 5. The charter of a local PTA/PTSA shall be subject to withdrawal and the status of such organization as a PTA/PTSA unit shall be subject to termination, in the manner and under the circumstances provided in the bylaws of the Virginia PTA/PTSA.

#Section 6. Each local PTA/PTSA is obligated upon withdrawal of its charter by the Virginia PTA/PTSA:

- a. to yield up and surrender all of its books and records and all of its assets and property to the Virginia PTA/PTSA or to such agency as may be designated by the Virginia PTA/PTSA or to another local

PTA/PTSA organized under the authority of the Virginia PTA/PTSA:

- b. to cease and desist from the further use of any name that implies or connotes association with the National PTA or the Virginia PTA/PTSA or status as a constituent organization of the National PTA; and
- c. to carry out promptly, under the supervision and direction of the Virginia PTA/PTSA, all proceedings necessary or desirable for the purpose of dissolving such local PTA/PTSA.

#Section 7. Each officer or board member of a local PTA/PTSA shall be a member of such local PTA/PTSA.

#Section 8. Each officer or board member of a constituent organization shall be a member of a local PTA/PTSA within its area.

#Section 9. A PTA/PTSA member shall not serve as a voting member of a constituent organization's board at the local, council, district, region, state or national level while serving as a paid employee of, or under contract to, that constituent organization.

#Section 10. Each local PTA/PTSA shall collect dues from its members and shall remit a portion of such dues to the Virginia PTA/PTSA as provided in Article VII hereof.

#Section 11. Only members of a local PTA/PTSA who have paid dues for the current membership year may participate in the business of that association.

#Section 12. Bylaws of each constituent organization shall include a provision establishing a quorum.

#Section 13. The members of the nominating committee for officers of a constituent organization shall be elected by the membership, Board of Directors/Managers, Executive Board, or Executive Committee.

#Section 14. The bylaws of all constituent organizations shall prohibit voting by proxy, (unless proxy voting is specified by applicable state law).

#Section 15. The adoption of an amendment to any provision of the bylaws of the National PTA shall serve automatically and without the requirement of further action by the local PTA/PTSA to amend correspondingly the bylaws of the local PTA/PTSA. Notwithstanding the automatic character of the amending process, the local PTA/PTSA shall promptly incorporate such amendments in their respective bylaws.

#Section 16. Local units may address legislative items or issues if the position on the legislative item or issue does not conflict with that of the Virginia PTA/PTSA Legislation Program. The local unit's name must be used and not that of the Virginia PTA/PTSA.

#Section 17. Each member of a local PTA/PTSA shall pay annual dues to the association as approved by a two-thirds (2/3) vote of members present and voting after having been given at least thirty (30) days notice. The amount of such annual dues shall include the portions payable to the local unit, the Virginia PTA/PTSA and the National PTA.

#Section 18. Any dissolution of a local unit and termination of its affairs shall take place in the following manner:

- a. The executive committee (or other body that, under its bylaws, manages the affairs of the local PTA/PTSA) shall adopt a resolution recommending that the local PTA/PTSA be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Written or printed notice stating the purpose of such meeting is to

consider the advisability of dissolving the local PTA/PTSA shall be given to each member entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting. Such meeting shall be held only during the academic year of the school involved.

- b. Written notice of the adoption of such resolution accompanied by a copy of the notice of the special meeting of members shall be given to the President of the Virginia PTA/PTSA at least twenty (20) days before the date fixed for such special meeting of the members. The President of the Virginia PTA/PTSA, or his/her designated representative, shall be permitted to attend the meeting and shall be accorded the courtesy of being allowed to speak for at least fifteen (15) minutes if he/she so desires, prior to the vote on dissolution.
- c. Only those persons who were members in good standing of the local PTA/PTSA on the date of adoption of the resolution and who continue to be members in good standing on the date of the special meeting shall be entitled to vote on dissolution.
- d. Approval of dissolution of the local PTA/PTSA shall require the affirmative vote of at least two-thirds of the members present and entitled to vote at the special meeting, a quorum being present.

#Section 19. One president shall preside over local PTA/PTSA associations as prescribed in its bylaws.

#Section 20. One treasurer shall be responsible for all PTA/PTSA funds and finances.

#Section 21. Auditing Procedures

- a. An auditing committee or a professional auditor shall be selected by the executive board prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three members and no one with signature authority shall sit on the auditing committee.
- b. The local unit treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year. The audit report shall be submitted in writing to the executive board prior to finalization of the proposed budget for the coming school year.
- c. The executive board of a local PTA/PTSA shall, upon resignation of a treasurer during a term, select an auditing committee or a professional auditor within one week of the resignation. The audit shall be performed with fiscal year end auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year end audit.
- d. The newly elected treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory or other clerical duties not requiring signatory until the audit is presented to the executive board.
- e. All audit reports shall be presented to the general membership for adoption. The fiscal year-end audit report shall be presented to the membership for adoption at the first general membership meeting held after the completion of the report. A copy of the fiscal year-end audit shall be sent to the state office within thirty (30) days following the adoption of the audit by the membership.

#Section 22. When a local unit is required to file a 990 or 990EZ per IRS regulations, a copy of the 990 or 990EZ report filed shall also be forward to the state office upon its completion.

#Section 23. The local PTA/PTSA fiscal year shall begin and end as designated in the bylaws with the ending date the last day of a calendar month.

#Section 24. Local Unit Bylaws Revisions and Amendments