

Unified Bylaws for Council

Oregon
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UNIFIED BYLAWS FOR COUNCIL

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UNIFIED BYLAWS FOR COUNCIL

ARTICLE I: Name

The name of this organization is the _____,
Region _____, of the Oregon Congress of Parents and Teachers (Oregon PTA), a branch of Parent Teacher Association of the National Congress of Parents and Teachers (National PTA).

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 this council, in common with the Purposes of 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 National PTA, Oregon PTA and this PTA council are promoted through an advocacy and educational program directed towards parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article IV.

SECTION 3. The 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 program of this council shall be educational; shall be developed through conferences, committees, and projects; and shall be governed and qualified by the policies set forth in this article.

- a. The council shall be noncommercial, nonsectarian, and nonpartisan.
- b. The council shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The council shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the council shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the council shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- e. Notwithstanding any other provision of these articles, the council shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this council, after paying or adequately providing for the debts and obligations of the organization, 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.
- g. 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.
- h. Only local units (hereafter called local PTA/PTSA units) of National PTA organized under the authority of Oregon PTA shall be members of this council.
- i. The council shall meet for the purpose of conference and cooperation in matters of child welfare only. It may not legislate for the local PTAs.

ARTICLE V: Membership

SECTION 1. Additional local PTA/PTSA units may be accepted as members at any time.

SECTION 2. A PTA 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.

ARTICLE VI: Voting Body

SECTION 1. The voting body of this council shall consist of the officers of the council; the chairs of council standing committees; the president of each member local PTA/PTSA unit or their alternate; accredited delegates or their alternates as specified in Section 2 of this article.

SECTION 2. Each member PTA/PTSA shall be entitled to representation on the voting body by its president or their alternate, and by _____ delegates or their alternates, selected by the member PTA/PTSA unit according to its own procedure as specified in the local PTA/PTSA unit's standing rules.

SECTION 3. Members are entitled to one vote even though they may serve in more than one position.

***SECTION 4.** Voting by proxy shall be prohibited.

SECTION 5. A PTA 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.

ARTICLE VII: Officers and Their Election

SECTION 1. There shall be at least three (3) elected officers of this council; a president, vice-president, secretary, treasurer (secretary/treasurer may be combined office), and any other officers considered necessary by the council. Membership in a local PTA/PTSA unit of this council is a prerequisite for eligibility for office in this council.

SECTION 2. No PTA/PTSA member shall serve in more than one (1) elected position at a time.

SECTION 3. The officers shall be elected by ballot at a general meeting prior to the annual meeting for a term of one (1) or two (2) years by a majority vote of delegates. If only one candidate is nominated for office, voting may be by voice vote.

SECTION 4. Only members of a local PTA/PTSA unit whose state dues are paid and whose individual dues to the local PTA/PTSA unit are paid shall be eligible to hold an office or to serve as a council committee chair or on a council committee. No officer, elected or appointed, shall be eligible to serve more than two consecutive years in the same office. No person shall be eligible for an elected office who has not served a term as a local PTA/PTSA unit president or as a council chair, unless approved by a 2/3 vote of the board.

SECTION 5. Nominating Committee composition

- a. A nominating committee of at least three (3) members shall be elected as specified in their standing rules at least one (1) month preceding the election of officers.
- b. Where the council is divided into sections or areas there shall be a nominating committee as specified in the standing rules.
- c. Only voting members of this council shall be eligible to serve on the nominating committee. The first person nominated shall be the temporary chair and the committee shall elect its permanent chair at its first meeting.

SECTION 6. The nominating committee shall submit the name of one (1) or more candidate for each office to be filled. With the consent of the nominee, additional nominations may be made from the floor.

SECTION 7. In the event that more than two candidates are running for a single office a plurality of votes shall constitute an election.

SECTION 8. Vacancies occurring in elective offices or in chairs of standing committees shall be filled by the executive committee.

SECTION 9. Removal from Office.

- a. Any elected officer or board member may be removed from office at any time in accordance with the Oregon Non-Profit Corporations Act as amended from time to time. Such elected officers or board members may be removed with or without cause, or for acts, including, but not limited to, failing to perform duties, criminal conduct, acts of moral turpitude.
- b. The number of votes required to remove an elected officer is equal to the number of votes necessary to elect an officer (a majority).

ARTICLE VIII: Duties of Officers

SECTION 1. The president shall preside at all meetings of the council, including the executive committee and board and shall be an ex-officio member of all committees, except the nominating committee. The president or alternate shall attend convention and upon request, meetings of the Executive Committee and/or Board of Directors of Oregon PTA, and such other meetings as may be required by the President/ Executive Committee of Oregon PTA.

SECTION 2. The vice-president, shall perform the duties of president in the absence or inability of that officer to serve and shall assist the president when called upon. In case of a vacancy in the office of president and/or 1st vice-president, the positions shall be filled as specified in the council standing rules.

SECTION 3. The secretary shall keep minutes of all meetings; shall keep an up-to-date roster of local PTA/PTSA units in council membership with the names and addresses of their officers.

SECTION 4. The treasurer shall receive and issue receipts for all monies of the council, keep an accurate record of, and disburse same according to the approved yearly budget as authorized by the president or executive

board; present a financial statement at each regular meeting and at such other times as requested by the president.

The treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement to that fact at the end of the report. The audit committee shall be selected by the executive committee at least two weeks before the meeting at which new officers assume duties. The annual audit must be completed within forty five (45) days of the end of the fiscal year.

SECTION 5. Officers shall assume their duties as specified in their standing rules. Retiring officers shall relinquish to their successors all books, records, funds, and supplies immediately upon leaving office.

SECTION 6. Additional duties of officers may be specified in the council standing rules. Standing rules may be adopted from time to time, as needed, to supplement the bylaws of the council. They may be adopted without previous notice by a majority vote at any business meeting. However, no standing rule, resolution, or motion is in order that conflicts with bylaws of the council or those of its member PTAs.

ARTICLE IX: Meetings

SECTION 1. Three (3) or more general council meetings, including the annual meeting of the council, shall be held each year.

SECTION 2. The annual meeting shall be the last meeting of the year.

SECTION 3. Special meeting of this council may be called by the president, by a majority vote of the executive committee/board or presidents of the local PTA/PTSA units in membership.

SECTION 4. Meetings of this council shall be open to members of all local PTA/PTSA units holding membership in the council, but the privilege of introducing motions and voting shall be limited to the voting body as specified in Article VI of these bylaws.

***SECTION 5.** A quorum for this council shall be _____.

ARTICLE X: Executive Committee/Board

SECTION 1. The executive committee shall consist of a minimum of three (3) elected officers—a president, a vice-president and a secretary/treasurer—and other officers considered necessary by the council. The executive committee shall appoint additional members as specified by their standing rules.

SECTION 2. The board shall consist of the executive committee, all section or area vice-presidents (where council is so organized), all council committee chairs, and any others provided for in standing rules of the council.

SECTION 3. The executive committee/board shall transact necessary business between council meetings and such other business as may be referred to it by the council. The executive committee/board may create special or standing committees, elect standing committee chairs, and act in emergencies between meetings of the council.

SECTION 4. The executive committee/board shall meet regularly during the school year or at the call of the president. Meetings may also be called at the request of two (2) members of the committee, provided two (2) days prior notice be given all committee members.

SECTION 5. A majority of the executive committee/board shall constitute a quorum.

ARTICLE XI: Standing Committees

SECTION 1. Such standing committees shall be created by the executive committee as may be deemed necessary to promote the objects and interests of the council.

SECTION 2. At the beginning of each administration, the chairs of the standing committees shall be elected by the executive committee.

SECTION 3. The term of standing committee chairs shall be for one year or until their successors shall be selected.

SECTION 4. The chair of each standing committee shall present a plan of work to the executive committee/board for approval. No committee work shall be undertaken without the consent of the executive committee/board.

SECTION 5. Chairs of all standing committees shall be members in good standing in local PTA/PTSA units holding council membership.

SECTION 6. Special committees may be appointed by the president when such committees are deemed necessary by the executive committee/board of the council.

SECTION 7. The quorum of any committee shall be a majority of its members.

SECTION 8. The president shall be a member, *ex-officio*, of all committees except the nominating committee.

ARTICLE XII: Relationship to National PTA and Oregon PTA

SECTION 1. This council is a constituent organization of Oregon and National PTA. It is organized and chartered under the authority of Oregon PTA, which is enabled to do so under the Bylaws of National PTA.

SECTION 2. Oregon PTA requirements of a Council:

- a. Each council must have current copies of the following items on file at the Oregon PTA office annually :
 1. Current officers list due by Nov. 1st
 2. Standing rules due by Nov. 1st
 3. Approved annual budget due by Nov. 1st
 4. List of member units due by Nov. 1st
 5. Federal Employer Identification Number (EIN) new councils only
 6. Year-end financial statement due by Nov. 1st
 7. Copy of Annual Audit Report due by November 1st
 8. Copy of IRS 990 (if required to file) due by Nov. 30th
 9. National PTA identification number (new councils only)
 10. Copy of CT-12 (if required to file) due by Nov. 30th
- b. Each council practices responsible financial procedures as referenced in National PTA and Oregon PTA Money Matters.
- c. Each council shall avail itself of the workshops, conferences, resources and opportunities for leadership development offered by the state and national levels of PTA, or authorized by Oregon PTA, with a minimum of three (3) elected officers or their designees attending one (1) leadership training session annually. Leadership training is defined as:
 - 1) Designated convention workshops
 - 2) Oregon PTA sponsored officer training

- 3) Council sponsored officer training
- 4) Other training as pre-authorized by the Oregon PTA Leadership Committee

SECTION 3. Oregon PTA procedures when local PTA/PTSA councils fail to comply with requirements.

- a. If all documents required under Article XII Section 2, subsection (a) are not submitted by November 1st, the council shall receive a written notice indicating missing items and the Region Director shall contact said council officers.
- b. If all documents required under Article XII Section 2, subsection (a) are not submitted by November 1st of the second year, Oregon PTA shall withdraw the charter of the council.

***SECTION 4.** The bylaws of this council are subject to the approval of Oregon PTA, and may not conflict with the Bylaws of National PTA and the bylaws of Oregon PTA.

+SECTION 5. The council shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the council, including, specifically, the number of its member PTAs and the dues collected from them. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of Oregon PTA or, by a duly authorized representative of National PTA.

+SECTION 6. The status of this council shall be subject to termination and its charter as a council shall be subject to withdrawal, in the manner and under the circumstances provided in the bylaws of Oregon PTA.

+SECTION 7. This council is obligated, upon withdrawal of its charter by Oregon PTA:

- a. to carry out promptly, under the supervision and direction of Oregon PTA, all proceedings necessary or desirable for the purpose of dissolving this council; and
- b. to yield up and surrender all its books and records and all of its assets and property to Oregon PTA or to another council organized under the authority of Oregon PTA; and
- c. to cease and desist from the further use of any name that implies or connotes association with National PTA or Oregon PTA or status as a constituent organization of National PTA.

ARTICLE XIII: Standing Rules

SECTION 1. Councils shall draw up and adopt their own standing rules by majority vote, provided they are not inconsistent with these bylaws.

SECTION 2. The process for amending standing rules shall be incorporated in the body of the standing rules.

+ARTICLE XIV: Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern this council in all cases in which they are applicable and in which they are not in conflict with the bylaws of Oregon PTA and National PTA.

***ARTICLE XV: Amendments**

SECTION 1.

- a. Any member or constituent body of Oregon PTA may submit suggested amendments, including rationale, to the Oregon PTA Bylaws Committee postmarked by January 15th.
- b. The submitted amendments will be reviewed by the Bylaws Committee, which will determine whether to present it to the Board of Directors at their winter meeting for approval. If presented and approved, the submitted amendments become the proposed amendments.
- c. These bylaws may be amended at any general meeting of Oregon PTA Convention by a two-thirds ($\frac{2}{3}$) vote of its delegates present and voting, provided that thirty (30) days written notice of the proposed amendment, in its entirety, has been given in the call to convention.
- d. Submitted amendments, if not approved by the board of directors, may be brought to the convention body providing those delegates present and voting approve of its consideration by a three-fourths ($\frac{3}{4}$) vote. Notice of the intention to submit an amendment shall be sent to the Oregon PTA president and the Oregon PTA office by March 1st preceding the convention.

SECTION 2. The adoption of an amendment, by National PTA, to any single starred bylaws shall serve automatically and without the requirement of further action by Oregon PTA or Councils to change such bylaws. Councils shall promptly incorporate such amendments in its bylaws.

SECTION 3. The adoption of an amendment by Oregon PTA, to any bylaw identified with a plus (+) sign shall serve automatically and without further action by Councils to change such bylaws. Councils shall promptly incorporate such amendments in their respective bylaws.

ARTICLE XVI: Resolutions

SECTION 1. Definition:

- a. State resolutions are a call for action regarding problems, situations or concerns that affect children and youth statewide. A resolution is a motion which, because of its importance, is submitted in writing. A resolution shall consist of two parts: a preamble, the whereas clause(s) and a request for action, the resolved clause(s).

SECTION 2. Submitting Process:

- a. Resolutions shall originate only from local PTA/PTSA units, councils, or Oregon PTA Board of Directors, their appointed committee chairs or Executive Committee. In each case, the Resolution shall be signed by the president and the secretary of the submitting local PTA/PTSA unit or council, or chair of the State committee.
- b. Resolutions from local PTA/PTSA units and councils shall be forwarded to Oregon PTA postmarked by December 31st.
- c. All resolutions will be reviewed by the Resolutions Committee. The committee will submit all resolutions to the Executive Committee, and submit to the Board of Directors those resolutions it considers pertinent and within the scope of National PTA and Oregon PTA Policies and Program.
- d. With the approval of the Board of Directors, the Resolutions Committee will submit to the convention delegates all resolutions recommended for consideration.

- e. Rejected Resolutions
 1. The Resolutions Committee shall notify, by March 1st, the group that submitted said resolution of the rejection and the reasons for the rejection.
 2. A rejected resolution may be brought to the convention floor with a two-thirds (2/3) affirmative vote of the convention delegates to consider the resolution, providing notice of such intention to submit the resolution has been presented to Oregon PTA no later than March 15th.
- f. Emergency Resolutions
 1. The urgency of the subject matter shall have arisen after the deadline for submission of a resolution.
 2. Emergency resolutions shall conform to all established criteria for other resolutions.
 3. Six (6) copies of the emergency resolution must be submitted to the state president prior to the opening of the first general session.
 4. Sufficient copies for the entire delegation must be furnished by the end of the first general session by the delegate presenting the resolution.
 5. A two-thirds (2/3) affirmative vote of the delegate body is necessary before an emergency resolution shall be considered.

ARTICLE XVII: State Convention

SECTION 1. The council president or alternate shall attend the annual state convention.

SECTION 2. Each active PTA/PTSA council within the state organization shall be entitled to be represented at the annual convention by its president or alternate and up to three (3) additional delegates. The selection of the delegates and their alternates shall be made according to the standing rules of the PTA/PTSA council. A delegate must be a member of a local PTA/PTSA unit within the council at the time they are elected to be a delegate.

