

MARYLAND PTA BYLAWS

Amended July 16, 2011

Article I - Name

The name of this association is Maryland Congress of Parents and Teachers, Inc., a branch of the National Congress of Parents and Teachers, Inc. The association will be referred to in these bylaws as the Maryland PTA. Throughout these bylaws whenever PTA is used it also indicates PTSA.

Article II - Purposes

Section 1.

The purposes of the 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, and
- 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 PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3.

The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

#Article III - Basic Policies

The following are basic policies of National PTA:

- a. The association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The association shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The association shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- f. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or associations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA.
- g. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Article IV - State PTAs/PTSAs

Section 1.

The Maryland PTA 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 National PTA Bylaws, the Maryland PTA is a self-governing association with independent legal existence.

Section 2.

The relationship of the Maryland PTA with the National PTA and its duties, obligations, and responsibilities are set forth in the National PTA Bylaws and in the charter that is issued by the National PTA to the Maryland PTA.

Section 3.

The Maryland PTA may create or establish subsidiary associations (regional councils) within its area to facilitate the administration of the affairs of the Maryland PTA and for carrying out its programs and may prescribe the form and content of the bylaws or other articles of association of such regional councils.

Section 4.

The Maryland PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of local PTAs within its area, the national portion of membership dues collected by such local PTAs, the amounts of such dues received by the Maryland PTA, and the amounts of dues remitted to the National PTA.

Section 5.

Anyone holding a position in Maryland PTA shall be a member of a local Maryland PTA which has met the standards of affiliation at the time of their election and/or appointment.

Article V - Constituent Associations

Section 1.

The constituent associations of Maryland PTA include

- a. Local PTAs (Parent Teacher Associations) or PTSAs (Parent-Teacher-Student Associations) organized under the authority of the Maryland PTA,
- b. Council PTAs/PTSAs organized under the direct authority of the Maryland PTA, and
- c. A state unit organized as a local PTA within the state boundaries under the direct authority of the Maryland PTA.

Section 2.

The Maryland PTA shall determine criteria for establishing constituent associations and setting standards for continuing affiliation with the Maryland PTA and National PTA.

#Section 3.

The articles of association of a constituent association include (a) the bylaws of such association and (b) the certificate of incorporation or articles of incorporation of such association.

#Section 4.

The bylaws of all constituent associations shall prohibit voting by proxy, mail (including electronic communications), or absentee.

#Section 5.

The purposes and basic policies of the Maryland PTA shall in every case also be the purposes and basic policies of each constituent association.

#Section 6.

Each constituent association shall adopt bylaws for the government of the association, using the approved bylaws template from Maryland PTA. Such bylaws shall not be in conflict with National PTA or Maryland PTA Bylaws, shall include an article on amendments, shall include a provision establishing a quorum, shall establish the fiscal year of July 1 through June 30, and shall be subject to approval by the Maryland PTA.

#Section 7.

A PTA member shall not serve as a voting member of a constituent association's board at the local or council level while serving as a paid employee of, or under contract to, the constituent association.

#Section 8.

The members of the nominating committee for officers of a constituent association shall be elected by general membership, board of directors, or executive committee.

#Section 9.

Each constituent association is obligated, upon withdrawal of its charter by the Maryland PTA

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

#Section 10.

In the event a constituent association votes to dissolve and terminate its affairs, it shall be done in the following manner:

- a. The board of directors (or other body that, under its bylaws, manages the affairs of the constituent association) shall adopt a resolution recommending that the constituent association 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 that the purpose of such meeting is to consider the advisability of dissolving the constituent association shall be given to each member entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting.
- 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 Maryland PTA at least twenty (20) days before the date fixed for such special meeting of the members. Only those persons who were members in good standing of the constituent association 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 the question of dissolution. Approval of dissolution of the constituent association shall require the affirmative vote of at least two thirds (2/3) of the members present and entitled to vote at the special meeting, a quorum being present.

#Section 11.

In the event of alleged violations by a constituent association of the bylaws of the National PTA, the Maryland PTA, or said constituent association, or other practices or activities of a constituent association that may tend to defeat the purposes and basic policies of the National and Maryland PTA, the process for action that may be taken including but not limited to involuntary dissolution shall be as follows:

- a. There shall be a committee on state, council, and local relationships of five (5) members, no two (2) from the same county/council, appointed by the incoming state president within thirty (30) days of assuming office. The committee shall consist of at least three (3) members of the board of directors, and the term of committee members shall be two (2) years.
- b. The committee on state, council, and local relationships, upon receiving the written request of any member of a constituent association or member of the Maryland Board of Directors, shall review the alleged bylaws violations or other practices or activities of the constituent association, and shall provide a written report to the Maryland PTA Executive Committee of the results of the committee's findings and its recommendations, if any, for action. A copy of the report shall be sent to the constituent association and the person who submitted the original request.
- c. After giving due consideration to the report of the committee, and action is deemed necessary, the executive committee shall provide an opportunity for the said constituent association to be heard and to respond in writing within thirty (30) days from the date of the report.
- d. If, upon such consideration and hearing, the executive committee finds a violation by the constituent association, it may, by a two-thirds (2/3) vote of all its members then in office, require the constituent association to take appropriate action within a period of time stipulated by the executive committee. When such a requirement has been made by the executive committee and if the recommended action is not taken by the constituent association within the allotted time, the executive committee may, by a two-thirds (2/3) vote of its members then in office, grant the constituent association an extension of time in which to achieve satisfactory compliance with the action required by the executive committee.
- e. Failing compliance by the constituent association, the executive committee may, subject to concurrence in such action by the board of directors, withdraw the charter of the constituent association and terminate its status as a constituent association.

#Article VI - Councils

Section 1.

Each council PTA shall be organized and chartered under the direct authority of the Maryland PTA in the area in which the council functions, in conformity with such rules and regulations, not in conflict with the National PTA Bylaws, as the Maryland PTA may in its bylaws prescribe. The Maryland PTA shall issue to each council PTA an appropriate charter evidencing the due organization and standards of affiliation for the council.

A council PTA meeting the standards of affiliation is one that

- a. Adheres to the purposes and basic policies of the PTA;
- b. Has bylaws approved every three (3) years according to the procedures of Maryland PTA;
- c. Submits the name and contact information including phone number, address and e-mail address of all elected officers to the Maryland PTA office within two (2) weeks after council elections.
- d. Submits the Council Yearly Event Calendar, to the Maryland PTA office, within two weeks of setting said calendar.
- e. Has an Employer Identification Number (EIN) from the Internal Revenue Service (IRS) on file with the Maryland PTA;
- f. Maintains its status as a corporation, has as required by Maryland nonprofit law, at a minimum a president, secretary and treasurer, and;
- g. Files the appropriate tax forms, by the required dates, with the IRS and submits a copy to the Maryland PTA office within 30 days of filing.

- h. Submit a copy of its annual financial report, reviewed by an auditing committee, to the Maryland PTA within ninety (90) days following the end of the councils fiscal year.

Section 2.

The purposes of a council PTA shall be

- a. To promote the purposes and interests of the Maryland PTA,
- b. To strengthen the local PTAs within its boundaries, and
- c. To provide for conference, leadership training, and coordination of the efforts of the local PTAs within the council boundaries.

Section 3.

Each council PTA shall be composed of at least three (3) local PTAs.

Section 4.

Each council PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the council, including, specifically, the number of its members, and the dues collected from its members. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Maryland PTA.

Section 5.

The charter of a council PTA shall be subject to withdrawal and the status of such association as a council PTA shall be subject to termination in the manner and under the circumstances provided in these bylaws, Article V, #Section 11.

Section 6.

Each officer, board member, or committee member of a council PTA shall be a member of a member local PTA within the boundaries of the council.

Section 7.

Only members of a council PTA who have paid dues for the current membership year may participate in the business of the council.

Section 8.

Each council PTA shall include in its bylaws provisions corresponding to the provisions of Maryland bylaws identified by the number symbol (#).

Section 9.

Each council PTA shall have bonding, liability, and directors and officers insurance with Maryland PTA negotiated policy, as determined by the MDPTA board of directors, to be paid for by Maryland PTA.

Section 10.

Each council PTA shall have all checks and vouchers signed by two (2) persons (the treasurer and one (1) other officer).

Section 11.

Council PTAs may not do the following:

- a. Dictate to the local PTAs.
- b. Legislate for the local PTAs, including taking action involving member local PTAs and setting up rules for them without their consent.
- c. Duplicate the work or programs of the local PTAs.
- d. Compete with local PTAs.
- e. Compel local PTAs to enter into council projects.
- f. Assess local PTAs for funds without their consent.

Section 12.

Each council PTA shall annually designate, according to its bylaws and/or standing rules, a representative to serve on the Maryland PTA Board of Directors and submit the name and contact information to the Maryland PTA president, in writing, within one (1) week of taking office.

#Article VII - Local PTAs/PTSAs

Section 1.

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

A local PTA in order to meet the standards of affiliation shall:

- a. Adhere to the purposes and basic policies of the National and Maryland PTA;
- b. Remit the national and state dues to the Maryland PTA office by dates designated;
- c. Have bylaws approved every three (3) years according to the procedures of Maryland PTA;
- d. Have a minimum of twenty-five (25) members;
- e. Submit the name and address of the local president to the Maryland PTA office within two (2) weeks of election;
- f. Remit bonding, liability and directors and officers insurance premiums by the date designated;
- g. Have an EIN (Employer Identification Number) from the Internal Revenue Service (IRS) on file with the Maryland PTA;
- h. Maintain its status as a corporation, have as required by MD Non-Profit law, at a minimum a president, secretary and treasurer and
- i. Files the appropriate tax forms, by the required dates, with the IRS and submits a copy to the Maryland PTA office within 30 (thirty) days of filing.
- j. Each local PTA shall submit a copy of its annual financial review, to Maryland PTA within one hundred twenty (120) days following the end of the local's fiscal year.

Section 2.

Each local PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Maryland PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Maryland PTA.

Section 3.

The charter of a local PTA shall be subject to withdrawal and the status of such association as a local PTA shall be subject to termination, in the manner and under the circumstances provided in these bylaws, Article V, # Section 11.

Section 4.

Each officer, board member, or committee member of a local PTA shall be a member of such local PTA.

Section 5.

Only members of a local PTA who have paid dues for the current membership year may participate in the business of the local PTA.

Section 6.

Each local PTA shall include in its bylaws provisions corresponding to the provisions of Maryland bylaws identified by the number symbol (#).

Section 7.

All local PTAs shall have, at a minimum, bonding, liability, and directors and officers insurance through the Maryland PTA negotiated policy .

Section 8.

All local PTAs shall have checks and vouchers signed by two persons (the treasurer and one (1) other officer).

Article VIII - Membership and Dues

#Section 1.

Every individual who is a member of a local PTA is, by virtue of that fact, a member of the National PTA and of the Maryland PTA by which such local PTA is chartered, and is entitled to all the benefits of such membership.

#Section 2.

Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of National PTA.

#Section 3.

Each local PTA shall conduct an annual membership campaign but shall continue to admit individuals to membership at any time.

#Section 4.

Each member of a local PTA shall pay such annual dues (including local, state, and national) as may be prescribed by the association. The amount of the state portion of each member's dues shall be one dollar and fifty cents (\$1.50) per annum. The national portion of each member's dues shall be as recommended by the board of directors and approved by a two-thirds (2/3) majority of the voting body at the National PTA Annual Convention. Each local PTA shall remit the state and national portion of the dues to reach the Maryland PTA office by the dates designated by the Maryland PTA.

Section 5.

The Maryland PTA shall make remittances, on a monthly basis, to the National PTA of the amounts due the National PTA.

#Section 6.

A person may hold membership in one or more local PTAs upon payment of all-inclusive membership fees as required in each local PTA's bylaws.

Section 7.

Honorary Life Membership

- a. Honorary life membership in the Maryland PTA may be conferred for distinguished service.
- b. All fees for Maryland PTA Honorary Life Memberships shall be used only for the purpose of funding scholarships for the education of prospective personnel directly related to the teaching profession and professions related to child education in the public school system.
- c. Honorary Maryland PTA Life Membership entitles a recipient to attend the state convention as a non-voting participant without payment of the registration fee.

- d. An honorary state life member may become an active member only upon payment of membership dues to a local PTA.

Article IX - Officers and Their Election

Section 1. Officers/Terms

- a. The officers of the Maryland PTA shall be a president, a president-elect, a vice president for leadership development, a vice president for legislation, a vice president for councils, a secretary, and a treasurer.
- b. Officers shall assume their duties immediately following the close of the annual convention and shall serve for a term of two (2) years or until their successor is elected.
- c. **The president-elect and president may not serve more than one (1) full term in the same office. All other officers may not serve more than two (2) consecutive terms in the same office.** A person who has served in an office for more than one-half (1/2) a full term shall be deemed to have served a full term in such office.

Section 2. Qualifications & Eligibility

- a. Each officer shall be a member of a local Maryland PTA which meets the standards of affiliation at the time of his/her nomination and election to the board.
- b. The president, president-elect, and vice president for leadership development, shall have served as a member of the Maryland PTA Board of Directors for at least one (1) year or have served as an elected officer of a council PTA for at least one (1) year, or served as a local unit PTA/PTSA officer for at least one (1) year.
- c. The vice president for councils shall have served as a council PTA officer for at least one (1) year.
- d. In addition, the candidates must have attended leadership workshops at the state and/or national conventions or leadership conferences.
- e. The vice president for legislation shall have served as legislative vice president or chair of a council PTA legislative committee or a local PTA legislative committee for at least one (1) year and as a member of the Maryland PTA Legislative Committee for at least one (1) year.
- f. The treasurer shall have served as treasurer of a local PTA or council PTA for at least two (2) years and have had PTA financial training.
- g. The secretary shall have served as an officer or a board member of a local PTA or council PTA for at least one (1) year.

Section 3. Elections

- a. Except for the office of president, officers shall be elected by the voting body at the annual convention in each
 - a. odd numbered year.
 - b. The vote shall be conducted by ballot and a majority vote shall elect. In the event there is no majority, the two (2) candidates with the largest number of votes shall be candidates in a run-off election. When there is only one candidate for any office that election may be held by voice vote.
 - c. **The nominating and board development committee shall be responsible for nominating one candidate for each elective office. Diversity, PTA knowledge and professional expertise shall be guiding principles for nomination. The committee shall report its nominees for office to the annual convention, at which time additional nominations may be made from the floor. Nominees from the floor must have given thirty (30) days notification before the beginning of the annual convention of their intent to run. Notification must be given in writing to the state president and the nominating and board development chair. No name shall be placed in nomination without the written consent of the nominee. A nominated candidate who wishes to withdraw may do so by informing the chair of the committee in writing. Such withdrawal shall be accepted upon receipt.**

Section 4. Removal from Office

The board of directors, by a two-thirds (2/3) vote of its members present and voting, may remove from office an officer who fails to perform his/her duties as outlined in these bylaws or the current job descriptions and procedures, fails to attend two (2) consecutive executive committee and/or board of directors meetings without being excused, violates the basic policies, misrepresents the positions of the association, or acts in any other way which is detrimental to the philosophy and purposes of the association. When removal is contemplated, the officer shall be advised by certified mail at least seven (7) days prior to the meeting of determination of his/her right to appear before the board of directors at that meeting. Such removal constitutes a vacancy in that office.

Section 5. Vacancy

A vacancy occurring in any office, except president or president-elect, shall be filled for the unexpired term by a person elected by the board of directors. In case of a vacancy in the office of president, the president-elect shall become the 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 convention by the voting body. In the interim, duties of the president-elect shall be delegated by the president.

Article X - Nominating and Board Development Committee

Section 1

The Nominating and Board Development Committee shall consist of seven (7) members, elected **by phase**, at the annual convention. **Phase A shall consist of three (3) members elected in the even numbered years and Phase B shall consist of four (4) members elected in the odd numbered years. Members shall serve a term of two (2) years. Each member of the nominating and board development committee must be a member of a local unit which has met the standards of affiliation at the time of their nomination and election.** No more than two (2) members of this committee may reside at the time of their election in the same county/city. No more than three (3) members may be current members of the board of directors. The first meeting of this committee will occur before the post convention board of directors meeting. At this time the members will elect the chair for the committee.

Section 2

The vote shall be conducted by ballot when there are more candidates than open positions, and a plurality vote shall elect. When there are a lesser or equal number of candidates to the number of open positions, the election may be held by voice vote.

Section 3

No current member of this committee shall be eligible to be nominated for a position, by the committee or for one (1) year after leaving the committee. The committee shall be responsible for nominating one (1) candidate for each **office**. The committee shall report its nominees to the annual convention, at which time additional nominations may be made from the floor. Nominees from the floor must have given thirty (30) days notification before the beginning of the annual convention of their intent to run. Notification must be given in writing to the state president and the Nominating and Board Development Committee chair. No name shall be placed in nomination without the written consent of the nominee. A nominated candidate who wishes to withdraw may do so by informing the chair of the committee in writing. Such withdrawal shall be accepted upon receipt.

Section 4

A vacancy occurring in the committee shall be filled by the board of directors.

Section 5

The Nominating and board Development Committee shall:

- a. Identify characteristics and skill sets needed in the leadership of Maryland PTA to accomplish the goals and strategic plan.
- b. Recommend continuing education that enhances leadership development for the association;

c. Screen and evaluate individuals, and nominate one (1) eligible candidate for each of the following offices or positions:

1. President- elect
2. Vice President For Leadership Development
3. Vice President for Legislation
4. Vice President for Councils
5. Secretary
6. Treasurer
7. Members for the Nominating and Board Development Committee

d. Advise the president of potential candidates for other committee.

Section 6

The nominating and board development committee shall publish the slate of nominees sixty (60) days prior to the annual convention.

Section 7 Removal

The board of directors by a two-thirds vote of its members present and voting, may remove from the committee any member who fails to perform his/her duties as outlined in these bylaws or the current job descriptions and procedures, fails to attend two (2) consecutive committee meetings without being excused by the chair, violates the basic policies, misrepresents the positions of the organization, or acts in any other way which is detrimental to the philosophy and purpose of the organization. When removal is contemplated, the member shall be advised by certified mail at least seven (7) days prior to the meeting of determination of his/her right to appear before the board of directors at that meeting. Such removal constitutes a vacancy in that position.

Article XI - Duties of Officers

Section 1. Duties of All Officers

All officers shall perform the duties described in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time-to-time.

Section 2. President

The president shall

- a. Preside at all meetings of the Maryland PTA, the board of directors, and the executive committee,
- b. Submit a written annual report to Maryland PTA Annual Convention delegates,
- c. Select representatives to the National Council of States based on the issue being discussed.
- d. Perform all the duties pertaining to the office and such as are specified in these bylaws,
- e. Serve as alternate to the treasurer only in the case of an emergency or in the event that a vacancy occurs in the office of treasurer,
- f. Establish such special committees as shall be necessary to the execution of the work of the Maryland PTA with approval of the executive committee or board of directors,
- g. Serve as ex-officio member of all committees except the nominating and board development and
- h. Appoint standing committee chairs with the approval of the board of directors.

Section 3. President-elect

The president-elect shall

- a. Act as aide to the president, and
- b. Perform the duties of the president in his/her absence or inability to serve.

Section 4. Vice President for Leadership Development

The vice president for leadership development shall

- a. Promote and execute leadership development in conjunction with State and National initiatives and encourage leadership development,

- b. Serve as coordinator of standing committees, and
- c. Perform the duties of the president in the absence of both the president and the president-elect.

Section 5. Vice President for Legislation

The vice president for legislation shall present the National and Maryland PTA positions on legislative issues to local, county, state, and national government bodies.

Section 6. Vice President for Councils

The vice president for councils shall coordinate the activities of councils in relationship to each other and with the Maryland PTA.

Section 7. Secretary

The secretary shall keep a written record of all meetings of the board of directors, executive committee **and the annual convention. The secretary shall submit to the board of directors, within fifteen (15) days after approval of minutes, a report of all actions taken at the executive committee meetings.**

Section 8. Treasurer

The treasurer shall

- a. Be the custodian of all of the funds of the Maryland PTA and be responsible for the deposit of same in depositories approved by the executive committee,
- b. Submit a proposed annual budget to the board of directors,
- c. Present a written statement of account at all meetings of the board of directors, of the executive committee, and at other times when requested to do so by the president,
- d. Present a written annual financial report to the annual convention body, and
- e. Present the Maryland PTA accounts for audit annually.

Article XII - State Board of Directors

Section 1. Membership

- a. The board of directors shall be composed of
 - 1. State officers,
 - 2. Designated council representatives **or their named alternates,**
 - 3. Standing committee chairs,
 - 4. A maximum of two (2) student representatives, selected by the president according to the standing rules, to serve for a term of one (1) year.
- b. A member of the board of directors of the Maryland PTA shall be automatically removed from the board if he or she is appointed or elected to a public office or school board.
- c. A member of the board of directors may serve in two (2) positions simultaneously for a period of no more than sixty (60) days.
- d. Each member of the board of directors shall be a member of a Maryland local PTA meeting the standards of affiliation..
- e. Each member of the board of directors shall reside in Maryland or in an area where the children are legally assigned to attend a Maryland public school.

Section 2. Meetings

- a. Regular meetings of the board shall be held **four (4) times during each calendar year at times determined by the executive committee.**
- b. Special board meetings
 - 1. May be called at the discretion of the president,
 - 2. Shall be called upon written request of seven (7) members of the board of directors of which two (2) requests shall be from designated council representatives, and
 - 3. Require a written notice of at least seven (7) days.

Section 3. Quorum

At all meetings of the board, a majority of the members of the board shall constitute a quorum for the transaction of business.

Section 4. Duties

The board of directors shall

- a. Set policy, goals, and strategic direction of the organization,
- b. Have all power and authority over the affairs of the Maryland PTA during the interim between annual conventions,
- c. Follow the mandates of the annual convention,
- d. Approve the annual budget .
- e. Deny approval of a deficit budget or deficit spending except for the purpose of approved capital spending,
- f. Be authorized to adopt rules for the transaction of its business provided they do not conflict with the state and national bylaws,
- g. Create, combine, and discontinue standing committees,
- h. Approve standing committee chairs at the post-convention board meeting in the odd numbered years,
- i. Review public policy and the legislative platform for approval by the convention body,
- j. Approve bylaws amendments to be forwarded to the convention body for approval,
- k. Perform other duties as defined in Maryland PTA Standing Rules and Procedures, and
- l. Fill vacancies of officers except the president and president-elect.

Section 5. Removal from Board of Directors.

The executive committee by a two-thirds (2/3) vote of its members present and voting, may remove from the board of directors any member, except officers, who fails to perform his/her duties as outlined in these bylaws or the **current governance structure responsibilities, job descriptions and procedures**, fails to attend two (2) consecutive board meetings without being excused, violates the basic policies, misrepresents the positions of the organization, or acts in any other way which is detrimental to the philosophy and purposes of the organization. When removal is contemplated, the board member shall be advised by certified mail at least seven (7) days prior to the meeting of determination of his/her right to appear before the executive committee at that meeting. Such removal constitutes a vacancy in that position.

Article XIII - Executive Committee

Section 1. Membership

The executive committee of the Maryland PTA shall be composed of the seven (7) elected state officers , the chair of the bylaws committee, and the chair of the policies and procedures committee.

Section 2. Duties

The executive committee shall

- a. Act in emergencies and shall transact all business referred to it by the board of directors, provided, however, that the action of the committee shall not conflict with that of the annual convention body or the board of directors,
- b. Submit to the board of directors such recommendations as it deems advisable,
- c. Employ the professional staff to implement the activities of the state office,
- d. Authorize leases necessary to operate the Maryland PTA, not to exceed assigned line item categories for the current fiscal year,
- e. Approve the summer conference and annual convention plans of work,
- f. Approve the appointments made by the president to fill vacancies of standing committee chairs,
- g. Approve plans of work of standing committee chairs,
- h. Make a report of its activities at each meeting of the board of directors,

- i. Remove members of the board of directors as per Article XII, Section 5,
- j. Assist with the implementation of the goals and priorities as identified by the board of directors, and
- k. Approve, upon the recommendation of the budget/finance committee, transfers to the Capital Improvement Account when necessary.

Section 3. Meetings

The executive committee shall

- a. Meet regularly during the year as predetermined by the president, and
- b. Have a majority of members present to constitute a quorum.

Special meetings may be called by the president or upon the request of five (5) members of the executive committee, three (3) days prior notice being given.

Article XIV - Standing Committees

Section 1. Chairs/Terms

- a. Standing committee chairs shall be appointed by the president with approval of the board of directors at the post-convention board meeting in the odd numbered years and shall serve for a term of two (2) years or until their successor is elected.
- b. Chairs shall assume their duties at the close of the post-convention board meeting.
- c. Chairs shall not serve more than two (2) consecutive terms in the same committee position.

Section 2. Qualifications and Eligibility

Each standing committee chair shall

- a. Be a member of a local Maryland PTA meeting the standards of affiliation, and
- b. Have served as a committee chair of a local PTA or council PTA for at least one (1) year, or as a member of the Maryland PTA Board of Directors for at least one (1) year or served on a Maryland PTA committee as a member for at least one (1) year.

Section 3 Committee Members

Each committee member shall:

- a. Be a member of a local Maryland PTA which has met the standards of affiliation and
- b. Be appointed by the chair of the committee with approval of the executive committee

Section 4 Removal

The executive committee by a two-thirds vote of its members present and voting, may remove from a committee any member who fails to perform his/her duties as outlined in these bylaws or the current job descriptions and procedures, fails to attend two (2) consecutive committee meetings without being excused by the chair, violates the basic policies, misrepresents the positions of the organization, or acts in any other way which is detrimental to the philosophy and purpose of the organization. Removal can be initiated in the same manner as the original appointment. When removal is contemplated, the member shall be advised by certified mail at least seven (7) days prior to the meeting of determination of his/her right to appear before the executive committee at that meeting. Such removal constitutes a vacancy in that position.

Section 5 Vacancies

Vacancies of chairs shall be filled by the president with the approval of the executive committee. Vacancies of committee members shall be filled in a manner similar to the original appointment of committee members.

Section 6. Duties of Chairs

The standing committee chairs shall

- a. Submit a plan of work to the vice president for leadership development,
- b. Carry out the duties designated in the standing rules and procedures,
- c. Attend all board of directors meetings, and

- d. Assist with the implementation of the goals and priorities as identified by the board of directors.

Article XV - Conventions

Section 1. Maryland PTA Annual Convention

- a. The annual convention shall be the governing body of the Maryland PTA.
- b. Duties

The duties of the convention body are

- 1. To consider and adopt bylaws amendments,
- 2. To consider and act upon resolutions,
- 3. To elect state officers, and
- 4. To conduct any other business which has been submitted for distribution forty-five (45) days before the annual convention. Excluding bylaws, any business not having been submitted in time for distribution must be approved by two-thirds (2/3) of those voting to add such business to the agenda of the annual convention.

#c. Voting Delegates

Each local PTA in meeting the standards of affiliation as of March 31 and new local PTAs chartered prior to convention as shown by the books of the state treasurer, shall be entitled to be represented at the annual convention of the Maryland PTA by

- 1. Its president, or alternate, and
- 2. Two (2) other local officers, or their alternates, and
- 3. One (1) delegate for each fifty (50) members, or major fraction thereof.
- 4. **Members of the MDPTA governance structure who are members of a local PTA meeting the standards of affiliation**

d. Quorum for Annual Convention

Eighty (80) delegates representing a majority of the councils of the Maryland PTA shall constitute a quorum. A quorum must be present at all times, at general sessions, in order to conduct business.

Section 2. National PTA Convention

- a. The Maryland PTA shall be entitled to accredit to the annual national convention as its delegates
 - 1. The representative to the national council of states, and
 - 2. One (1) additional delegate from among the members of the state PTA for each one thousand (1,000) members, or major fraction thereof, of the Maryland PTA, as shown on the books of the treasurer of the National PTA as of March 31 preceding the annual convention.
- b. State delegates and their alternates shall be authorized by the state board of directors.

Article XVI - Reserve Fund

Section 1. Purpose

The purpose of the reserve fund is to serve as a means to retain financial stability in the event of an emergency and to allow the organization to be financially and fiscally responsible at all times.

Section 2. Fund Investment and Control

- a. Funds shall be deposited in a depository approved by the executive committee.
- b. The fund shall have a goal of an amount equal to 40% of the annual Maryland PTA budget. At the recommendation of the budget/finance committee, funds may be transferred to the reserve fund from the general fund by direction of the board of directors.
- c. Funds may be dispersed for the stated purpose of the fund by a 75% vote of the board of directors.

Article XVII - Capital Improvement Account

Section 1. Purpose

The purpose of the capital improvement account is to provide financial resources to accommodate major repairs and renovations to the Maryland PTA office building.

Section 2. Account Investment and Control

- a. Funds shall be deposited in a depository approved by the executive committee.
- b. The fund shall have a goal of an amount equal to 10% of the annual Maryland PTA budget. At the recommendation of the budget/finance committee, funds may be transferred to the capital improvement account from the general fund by direction of the executive committee.
- c. Funds may be disbursed for the stated purpose of the account by a majority vote of the executive committee.

Article XVIII - Fiscal Year

The fiscal year of the Maryland PTA shall be from January 1 through December 31 inclusive.

#Article XIX - Parliamentary Authority

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

Article XX - Amendment of Bylaws

Section 1. Requirements

These bylaws may be amended by a two-thirds (2/3) vote of those present and voting at any annual convention provided the following requirements have been complied with:

- a. The proposed amendment with rationale shall be submitted in writing to the bylaws committee through the state office, by a date determined by the bylaws committee, for study and recommendation.
- b. The report of the rules and procedures committee on proposed bylaw amendments shall be given to the members of the board of directors at least fifteen (15) days prior to the board meeting at which they will be considered for approval.
- c. After approval by the board of directors, a copy of the proposed amendments shall be mailed with the call to convention.
- d. A complete bylaws revision may be brought to annual convention by a committee authorized by the board of directors.

Adopted by the convention delegates July 16, 2011