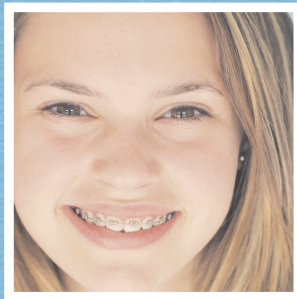


California State PTA  
TOOLKIT  
2007



# 8. Bylaws



# ***State Bylaws***

The California State PTA strongly recommends  
that unit, council and district PTA bylaws also be inserted under this section

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## 8.1 Bylaws of the California Congress of Parents, Teachers, and Students, Inc.

(As Amended, May 2007)

### ARTICLE I — NAME

The name of this corporation is the California Congress of Parents, Teachers, and Students, Inc., a branch of the National Congress of Parents and Teachers. It is also known and will be referred to in these bylaws as the California State PTA.

Hereinafter in these bylaws the term “local PTA” wherever used to designate a local unit shall also designate “PTSA” where such may exist.

### ★ ★ ★ ARTICLE II — PURPOSES

*Section 1.* The Purposes of the California State PTA, 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, 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 National PTA and the California State PTA are promoted through an advocacy and educational program directed toward parents and 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 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 III — BASIC POLICIES

The following are basic policies of the California State PTA, in common with those of the National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan;
- b. The organization shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the deci-

sion-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 organization 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 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 distributions in furtherance of the purposes set forth in Article II hereof;
- e. Notwithstanding any other provision of these articles, the organization 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 organization, 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 the 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. 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;
- i. The organization shall not enter into membership with other organizations except such international, national or state organizations as may be approved by the California State PTA. The California State PTA 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.

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★ ★ ★ **ARTICLE IV — CONSTITUENT ORGANIZATIONS**

*Section 1.* The constituent organizations of the California State PTA shall include unit, council and district PTAs.

- a. The State Board of Managers shall be responsible for the organization and chartering of the constituent organizations of the California State PTA and for filing for Employer Identification Number (EIN) applications with the Internal Revenue Service as “subordinates” (constituent organizations) (exempt letter dated November 18, 1943) under the name “PTA California Congress of Parents, Teachers, and Students, Inc.,” as hereinafter provided;
- b. The State Board of Managers may withdraw the charter from any of the constituent organizations for non-payment of total per capita dues collected and/or applicable insurance premiums; for commission of acts contrary to the declared purposes, bylaws, policies, procedures or programs of the National PTA and/or the California State PTA or upon request of the constituent organization as provided in these bylaws.

*Section 2.* The articles of 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).

*Section 3.* The Purposes and basic policies of National PTA shall in every case also be the Purposes and basic policies of each constituent organization.

*Section 4.* Each constituent organization shall adopt bylaws for the governance of the organization as may be approved by the California State PTA. Such bylaws shall not be in conflict with the National PTA or California State PTA bylaws. Such bylaws shall include an article on amendments and shall include a provision establishing a quorum.

*Section 5.* Each officer or board member of a constituent organization shall be a member of a local PTA.

*Section 6.* A PTA member shall not serve as a voting board member of a constituent organization at the local, council, district PTA, region, state or national level while serving as a paid employee of, or under contract to, that constituent organization.

*Section 7.* The members of the nominating committee for officers of a constituent organization shall be elected by membership, Board of Directors/Managers, or Executive Board.

*Section 8.* The bylaws of all constituent organizations shall prohibit voting by proxy.

*Section 9.* Each constituent organization shall include in its bylaws provisions corresponding to the provisions of such bylaws of the California State PTA as are identified herein by a triple star.

*Section 10.* The adoption of an amendment to any provision of the bylaws of the California State PTA identified by a triple star shall serve automatically and without the requirement of further action by the constituent organization to amend correspondingly the bylaws of each constituent organization. Notwithstanding the automatic character of the amending process, the constituent organization shall promptly incorporate such amendments in their respective bylaws.

*Section 11.* Bylaws for each constituent organization shall be reviewed annually and updated biennially by the bylaws committee of the constituent organization. Before adoption, all proposed amendments, accompanied by the bylaws of a constituent organization, shall be submitted to the State parliamentarian for approval.

*Section 12.* The books and financial records of each constituent organization shall be audited semiannually by the auditor of the organization and a copy of each adopted audit report must be sent through channels.

★ ★ ★ **ARTICLE V — STATE ORGANIZATION**

*Section 1.* The California State PTA shall adopt such bylaws and other articles of organization as are in conformity with the Bylaws of the National PTA.

*Section 2.* The adoption of an amendment to any provision of the Bylaws of the National PTA that is required for all constituent organizations shall serve automatically and without the requirement of further action by the California State PTA to amend correspondingly the bylaws of the California State PTA. California State PTA shall promptly incorporate such amendments in its bylaws.

*Section 3.* The bylaws of the California State PTA and all amendments thereto shall be subject to approval by the committee on bylaws of the Board of Directors of the National PTA.

*Section 4.* The California State PTA is responsible for compliance by the local, council or district PTAs within its area with the Bylaws of the National PTA and the bylaws of the California State PTA. The provisions of the California State PTA bylaws relating to the withdrawal of the charter of a local PTA (and the termination of its status as a PTA 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 California State PTA as a branch of the National PTA.

*Section 5.* The California State 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 organization, 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 California State PTA, and the amounts of dues remitted to the National PTA.

**★ ★ ★ ARTICLE VI — LOCAL PTAs/PTSAs**

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

A local PTA in good standing is one which:

- a. Adheres to the Purposes and basic policies of the PTA;
- b. Remits the national portion of the dues through the state PTA to reach the national office by dates designated by the National PTA;
- c. Has bylaws approved according to the procedures of each state; and
- d. Meets other criteria as may be prescribed by the individual state PTA.

*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 organization, including, specifically, the number of its members, the dues collected from its members and the amounts of dues remitted to the California State PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the California State PTA.

*Section 3.* The charter of a local PTA shall be subject to withdrawal and the status of such organization as a PTA unit shall be subject to termination by a two-thirds (2/3) vote of the Board of Managers in the manner and under the circumstances provided in the bylaws of the State PTA.

*Section 4.* Each local PTA is obligated, upon withdrawal of its charter by the State PTA:

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

*Section 5.* Each officer or board member of a local PTA shall be a member of such local PTA.

*Section 6.* Only members of a local PTA who have paid dues for the current membership year may participate in the business of that association.

*Section 7.* Each local PTA shall collect dues from its members and shall remit a portion of such dues to the California State PTA as provided in Article VII hereof.

*Section 8.* A local PTA in good standing in California is one which also:

- a. Pays dues to and actively supports all branches of the National and State PTA;
- b. Pays insurance premiums to the State PTA; and
- c. Is composed of not less than fifteen (15) members of whom at least three (3) shall serve in the offices of president, secretary and treasurer, respectively.

*Section 9.* A unit not in good standing because of non-payment of dues shall be notified in writing by March 1. If the unit is still not in good standing by March 31 its charter shall be withdrawn.

A unit not in good standing for reasons other than non-payment of dues shall be notified in writing and shall have its charter withdrawn in accordance with procedures established by the State PTA Board of Managers.

*Section 10.* Each local PTA shall, upon withdrawal of its charter by the State PTA, immediately cease and desist from any further use of the unit's Internal Revenue Service Employer Identification Number (EIN) as a constituent organization under the Group Exemption Number issued to the California State PTA.

*Section 11.* Upon the withdrawal of a unit PTA's/PTSA's charter, the State PTA shall have the right to collect and transfer any funds, including funds deposited by the PTA/PTSA with a financial institution, over which the PTA/PTSA or its officers have or had signature authority or control.

*Section 12.* Before being accepted by the State Board of Managers, each new unit shall submit its bylaws to the State parliamentarian for approval and the organizational papers to the California State PTA Office for processing. The per capita dues must be received in the State PTA office. A majority affirmative vote of the State Board of Managers is required for acceptance as a new unit.

*Section 13.* The privilege of making motions, debating and voting at local unit meetings shall be limited to members of the association who are present and whose dues are paid and who have been members of the association for at least the previous thirty (30) days. The privilege of holding office shall be limited to members of the association whose dues are paid and who have been members for at least thirty (30) days preceding nominations.

*Section 14.* Each local PTA/PTSA shall require two signatures on all checks. Any two of the following are authorized to sign: president, treasurer or other elected officer other than the secretary or auditor. The authorized signers shall not be related by blood or marriage or reside in the same household.

*Section 15.* Each local PTA/PTSA shall require that individuals counting cash/checks shall not be related by blood, marriage, or reside in the same household.

### ★ ★ ★ ARTICLE VII — 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 California State PTA by which such local PTA is chartered, and is entitled to all the benefits of such membership.

*Section 2.* Membership in each local PTA shall be made available by such local PTA, without regard to race, color, creed or national origin.

*Section 3.* Each local PTA shall conduct an annual enrollment of members but may admit persons to membership at any time.

*Section 4.* Each member of a local PTA shall pay annual dues to said organization as may be prescribed by the organization. The amount of such dues shall include the portion payable to the State PTA (the “state portion”) and the portion payable to the National PTA (the “national portion”).

*Section 5.* The National PTA portion, as recommended by the board of directors and approved by a two-thirds (2/3) majority vote of the voting body at the National PTA Annual Convention, shall be one (1) dollar and seventy-five (75) cents per annum.

*Section 6.* The California State PTA portion shall be one (1) dollar and twenty-five (25) cents of each member’s dues per annum.

*Section 7.* The state and national portions of the dues paid by each member to a local PTA shall be set aside by the local PTA and remitted to the State PTA through the council financial officers to the district PTA financial officers. State and national portions of the dues shall be paid by November 15 and monthly thereafter. Those local PTAs not in council shall forward dues to the district PTA financial officers. The district PTA financial officers shall remit the state and national portions of the dues at least monthly to the State PTA office with first remittance due December 1. Unit representation for convention as provided in Article XV, Section 5, is determined by total per capita dues received in the State PTA office by March 31.

*Section 8.* The California State PTA shall make remittances, on a monthly basis, to the National PTA of the amounts due to the National PTA.

*Section 9.* Reference in these bylaws to “member” and “members” shall not constitute anyone a “member” within the meaning of Section 5056 of the California Corporations Code. For purposes of the Nonprofit Corporation Law, the term “member” shall include the California State PTA Board of Managers (as set forth in Article X - Board of Managers).

### ARTICLE VIII — OFFICERS

*Section 1.* The officers of the State PTA shall be a president, a president-elect, eight (8) vice presidents, secretary, treasurer, parliamentarian and director of legislation.

*Section 2.* Except for the office of president, these officers shall be elected biennially in the odd-numbered years. The president-elect shall succeed automatically to the office of president. The parliamentarian and the director of legislation shall be appointed biennially by the president, subject to ratification by the Board of Managers. The term of office shall be from July 1 through June 30 or until their successors are elected.

*Section 3.* No one shall be eligible to a State elective office who has not served at least two years on the State Board at the time of assuming office. At least one year of this time shall be served during the two years immediately preceding the election.

No one shall serve in the same office two consecutive terms, and no person shall serve in more than one office concurrently. A person who has served two consecutive terms as an elected State officer shall not be eligible to another elective office until the expiration of at least one term. This provision shall not apply to the offices of president or president-elect. A person filling any unexpired term is eligible for election to the same office or election to any other office if he has served one-half or less of a term.

★ ★ ★ *Section 4.* Each officer of the State PTA shall be a member of a local PTA within California.

*Section 5.* Each officer of the State PTA shall act in like capacity on the Board of Managers and the Board of Directors.

### ARTICLE IX — DUTIES OF OFFICERS

*Section 1.* The president shall preside at all meetings; shall appoint biennially the parliamentarian, the director of legislation, the chairmen of standing committees, the commissioners, the legislation advocates and the consultants subject to ratification by the Board of Managers; shall act as an ex officio member of all committees except the nominating committee; shall represent the State PTA on the National Council of States; shall prepare the annual State report required by the National PTA; and shall perform such other duties as required by the office. The president may create and appoint special committees as necessary subject to ratification of the Board of Managers. The president may call a meeting of the Board of Managers, or the Board of Directors, at any time deemed necessary and must call such meetings upon written request of a quorum.

When the president in writing or the Board of Directors by a two-thirds affirmative vote declares that the president is unable to discharge the powers and duties of that office, such powers and duties and privileges of that office shall be assumed immediately by the president-

elect as acting president. The president shall be returned to office upon his written declaration that no inability exists, the Board of Directors concurring by a two-thirds affirmative vote. Should the Board of Directors not concur, at the president's request, the president's written declaration shall be referred to the Board of Managers for immediate resolution and may be accepted by a two-thirds vote.

*Section 2.* The president-elect shall be an aide to the president. In the absence of the president, the president-elect shall assume the duties of the president. In the absence of the president-elect the vice presidents in their order shall assume the duties of the president. The order and duties of the vice presidents shall be determined by the Board of Managers. The vice presidents shall serve as chairmen of commissions.

*Section 3.* It shall be the duty of the secretary to keep an accurate account of all meetings; to be prepared to read on call the minutes of any meeting within the past two years; and to file all records with the State PTA office.

*Section 4.* The treasurer shall be responsible for the funds and securities of the California Congress of Parents, Teachers, and Students, Inc., and shall cause to be kept a full and accurate account of the receipts and disbursements in books belonging to the organization. The treasurer shall render a written statement to the Board of Managers at each meeting and an Annual Report of the financial condition of the organization. The treasurer shall prepare or cause to be prepared an Annual Report for audit.

All funds and securities shall be deposited in the name of the California Congress of Parents, Teachers, and Students, Inc. in banks or other depositories approved by the Board of Directors. Two signatures shall be required on all checks drawn on bank accounts or withdrawals from savings accounts and for authorizations or transactions involving securities. The following six persons shall be authorized signatories: president, president-elect, treasurer, office administrator and two other elected officers residing in close proximity to the State PTA office.

The treasurer shall be chairman of the finance commission.

*Section 5.* It shall be the duty of the parliamentarian to attend all meetings of the State PTA and give advice on parliamentary procedure when called upon. He shall instruct the nominating committee and the election board. The parliamentarian shall be entitled to all rights and privileges of membership including the right to make motions, debate and vote.

*Section 6.* The director of legislation shall be responsible for implementing the State PTA legislation program and shall coordinate the National PTA member-to-member network.

## ARTICLE X — BOARD OF MANAGERS

*Section 1.* There shall be a Board of Managers composed of the officers, the director of legislation, the immediate past president, the chairmen of standing committees, the commissioners, the legislation advocates, the consultants, the district PTA presidents and all National PTA Board members residing in California.

A district PTA first vice president, or an elected representative, shall be granted the right to vote on the Board of Managers when officially representing the district PTA in the absence of the president.

*Section 2.* Each member of the Board of Managers shall be a member of a local PTA within the state of California.

*Section 3.* There shall be an Advisory Board consisting of not less than seven (7) members approved by the Board of Managers.

*Section 4.* The president, Board of Directors, and district PTA presidents shall meet to ratify all appointments prior to the first meeting of the Board of Managers.

*Section 5.* The Board of Managers shall manage the affairs of the State PTA except that of modifying any action of the delegates at the annual convention. All vacancies in office shall be filled by the Board of Managers.

*Section 6.* The Board of Managers shall meet at a time and place convenient to a majority of the members, the time and frequency to be determined by the Board of Managers. Twenty-five (25) members shall be a quorum.

*Section 7.* Members of Board of Managers may participate in and act at any meeting of a State PTA commission or committee via teleconferencing using equipment with which all commission or committee members participating in the meeting can communicate with each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting. Quorum shall be established by roll call and identification of individual commission or committee members.

*Section 8.* The Board of Managers shall determine the place of business of the State PTA.

*Section 9.* When any person ceases to hold the office which entitles him to be a member of the Board of Managers, he shall automatically cease to be a member of the Board of Managers and shall be relieved of all duties and responsibilities incident to such membership.

*Section 10.* Each member of the Board of Managers shall in each case deliver to his successor (or to the State PTA office) all books, records and documents held in his possession by virtue of his office or chairmanship not later than fifteen (15) days following the end of his term. All funds shall be returned to the State PTA office.

*Section 11.* Special committees as necessary may be created by the Board of Managers.

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*Section 12.* The Board of Managers shall be responsible for the administration of the Honorary Service Award Program, including the adoption of rules and regulations governing the issuance of awards.

## **ARTICLE XI — BOARD OF DIRECTORS**

*Section 1.* The Board of Directors of this corporation shall consist of the elected officers of the State PTA, the parliamentarian, the director of legislation and the chairman of the district PTA presidents.

*Section 2.* Following the election of officers the Board of Directors shall

- a. determine such standing committees as are deemed necessary; and
- b. provide for the composition of the commissions.

*Section 3.* The Board of Directors of this corporation shall meet before or during each regular meeting of the Board of Managers, or in special session at the call of the president, or upon written request signed by a quorum of the Board and filed with the secretary, provided written notice has been sent to all directors fifteen (15) days in advance of the meeting. The president shall fix the time and place of special meetings of the Board of Directors. A majority of the Board of Directors shall constitute a quorum.

*Section 4.* Directors may participate in and act at any meeting of the Board of Directors via teleconferencing using equipment with which all directors participating in the meeting can communicate with each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting. Quorum shall be established by roll call and identification of individual directors.

*Section 5.* The Board of Directors of this corporation shall transact all business relating to the State PTA as an incorporated body and shall perform the duties of the Board of Managers between meetings and such other duties as may be requested of it by the convention or by the Board of Managers provided that the action of the Board of Directors shall not conflict with that of the Board of Managers.

The Board of Directors shall make a report to the Board of Managers at each meeting and may make recommendations to the Board of Managers, commissions or committees of the Board of Managers or Board members in order to expedite the transaction of business.

*Section 6.* The Board of Directors shall employ an executive director and such other employees as may be found necessary to carry on the work of the State PTA.

*Section 7.* Any elected or appointed officer or commissioner may be removed from his or her position by a two-thirds (2/3) affirmative vote of the Board of Directors, in accordance with due process, whenever the Board of Directors deems such removal will serve the best interest of the State PTA.

*Section 8.* Nonliability of Directors and certain Officers.

a. Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer director or volunteer president, vice president, secretary, treasurer or parliamentarian of the State PTA (the "corporation") caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all the following conditions are met:

- (1) The act or omission was within the scope of the director's or officer's duties;
- (2) The act or omission was performed in good faith;
- (3) The act or omission was not reckless, wanton, intentional, or grossly negligent;
- (4) The corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer director or officer does not limit the liability of the corporation for any damages caused by acts or omissions of a volunteer director or volunteer officer, nor does it eliminate the liability of a director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

b. Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the corporation and the directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the corporation or a director's and officer's liability policy.

c. Paid Directors and Officers. Any director or officer who receives compensation by the corporation for acting in his or her capacity as a director or an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated, (i) so long as such compensated director or officer complies with provisions of Section 9 of these bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

*Section 9.* Indemnity for Litigation. The corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the corporation, to the full extent allowed under the provisions of said Section 5238 relating to the

power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

**Section 10. Interested Persons.** Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the directors serving on the Board may be “interested persons.” For the purposes of this section, “interested persons” means either (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this Section 8 shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 11. Standard of Conduct.** Pursuant to Section 5231 of the Nonprofit Public Benefit Corporation Law of the State of California, a director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants or other persons as to matters which the director believes to be within such person’s professional or expert competence; or
- c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, provided, that in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

**Section 12. Self-Dealing Transactions.** Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the corporation shall not be a party to a transaction in which one or more of its directors has a material financial interest (“Interested Director”) unless:

- a. Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or
- b. Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director’s interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the directors then in office (without including the vote of the Interested Director):
  - (1) Resolves and finds that
    - (a) the transaction is in the corporation’s best interests and for the corporation’s own benefit;
    - (b) the transaction is fair and reasonable as to the corporation; and
    - (c) after reasonable investigation under the circumstances as to alternatives, the corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and
  - (2) Approves the entire transaction; or
- c. Interim Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office, without counting the vote of the Interested Director.

In light of the foregoing limitations, all directors shall fill out an annual questionnaire dealing with this subject matter.

## ARTICLE XII — NOMINATIONS AND ELECTIONS

Any person who is qualified to be an elected officer may be nominated by one of the following procedures:

**Section 1. Nomination by Committee.**

- a. At the January meeting of the Board of Managers in an election year, a nominating committee of seven (7) members and three (3) alternates shall be elected by ballot after nominations have been made from the floor. Two of the members and one alternate shall be from the district PTA presidents. Five members and two alternates shall be from the Board of Managers other than the district PTA presidents. No more than

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two members of the nominating committee shall reside in the same district PTA. Each group is to be nominated and elected separately by the Board of Managers. A plurality shall elect.

- b. No person shall be eligible to serve on two consecutive nominating committees.
- c. The president, president-elect and a person who is eligible only for the office of president-elect shall not be eligible to be elected to the nominating committee.
- d. The nominating committee shall, with the consent of five of its members, prepare a list of nominees for each office.
- e. The consent of candidates must be secured before the slate is announced.
- f. The report of the nominating committee shall be presented to the Board of Managers, shall be published in the CALL to convention, and shall be presented at the first meeting of the convention.

*Section 2. Nomination by Petition.*

- a. An official nominating petition, obtained from the State office, shall be completed and delivered to the State president or secretary no later than forty-eight (48) hours prior to the opening of convention.
- b. The petitioners shall be delegates to the convention at which the officers are to be elected and shall number not less than two percent (2%) of the delegate body attending the last previous convention.
- c. Nominations received by petitions shall be presented by the president following the report of the nominating committee.

*Section 3. Nomination at the Meeting.*

At the conclusion of the report of the nominating committee and the report of any nomination by petition, nominations may be made from the floor providing the nominee has given consent and has filed a written notice with the president of intent to be nominated from the floor at least thirty (30) days prior to the beginning of the state convention.

When the opportunity for all nominations has been fulfilled following any of the foregoing procedures, the nominations shall be closed.

*Section 4. Elections shall be held biennially in the odd-numbered years at the annual convention meeting.*

*Section 5.*

- a. At the March Board meeting in an election year, an election board shall be selected. The president shall appoint a chairman and a vice chairman from the membership of the Board of Managers. Five (5) additional members and three (3) alternates shall be nominated and elected by the Board of Managers from the membership at large. The election board shall be instructed in its duties by the parliamentarian. Ballot voting at convention shall be supervised by the elec-

tion board. The chairman shall see that the ballots are prepared, ballot boxes secured, and shall make all necessary preparations for the election.

- b. At the same meeting and in the same manner, a board of tellers of the same size shall be elected. This board shall have charge of the counting of the ballots and the chairman shall report the results of the election.

*Section 6. Election by ballot shall be held as soon as convention scheduling allows. Notice of the election date shall be published in the CALL to convention. For election of officers, a plurality shall elect. Each delegate must be registered at least one calendar day before casting an election ballot.*

*Section 7. When there is but one candidate for an office, the ballot for that office may be dispensed with and the election held by voice vote at the close of nominations.*

*Section 8. During an emergency such as that described in Article XV, Sections 7 and 8, nominations may be reported and election held on the same day. In the event a convention is not held, the Board of Managers at the last meeting of the biennium shall elect the officers.*

## **ARTICLE XIII — COUNCIL AND DISTRICT PTAs**

*Section 1. The State shall be divided into not less than eight (8) district PTAs. The boundaries of district PTAs and the procedure for their establishment or change shall be determined by the State Board of Managers after consultation with the district PTA involved.*

*Section 2. The California State PTA 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 units, and may prescribe the form and contents of the bylaws or other articles of organization of such councils. The local PTA unit that shall be eligible for membership and participation in the work of any council shall be determined by the California State PTA. Councils shall not legislate for local units.*

★★★ *Section 3. The State Board of Managers shall be responsible for the procedure by which a council is organized or reorganized. Three (3) or more local PTAs may be organized into the council upon the recommendation of the district PTA in which they are located and subject to the approval of the State Board of Managers. Each council shall determine its own method of securing funds for its work.*

★★★ *Section 4. Each council and district PTA, upon its organization, shall submit a copy of its bylaws to the State parliamentarian for approval.*

★★★ *Section 5. Each council and district PTA in good standing in California is one which complies with National PTA Bylaws and State PTA guidelines, which includes:*

- a. Adheres to the Purposes and basic policies of the PTA;
- b. Adheres to the State PTA policies and procedures;
- c. Has bylaws approved according to the procedures of the State PTA;
- d. Has at least three (3) elected officers: president, secretary and treasurer;
- e. Forwards the national and state portion of per capita dues to the State PTA by the deadline date;
- f. Pays insurance premiums to the State PTA;
- g. Forwards all insurance premiums received from units by the deadline date; and
- h. Meets other criteria as may be prescribed by the State PTA.

★★★ *Section 6.* A council and district PTA not in good standing shall be notified in writing by March 1. If the council or district PTA is still not in good standing by March 31, its recognition shall be withdrawn in accordance with procedures established by the State PTA Board of Managers.

★★★ *Section 7.* Each council and district 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 organization, including, specifically, the number of members, the dues collected from its units, and the amounts of dues remitted to the State PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the State PTA.

★★★ *Section 8.* Each council and district PTA is obligated, upon withdrawal of acceptance by the State PTA:

- a. To yield up and surrender all of its books and records and all of its assets and property to the State PTA or to such agency as may be designated by the State PTA, to be held for the benefit of another constituent organization established by the State PTA;
- b. To cease and desist from further use of any name that implies or connotes association with the National PTA or the State PTA or status as a constituent organization of the National PTA;
- c. To carry out promptly under the supervision of the State PTA all proceedings necessary or desirable for the purpose of dissolving such council or district PTA; and
- d. To cease and desist from any further use of the Internal Revenue Service Employer Identification Number (EIN).

#### ARTICLE XIV — STATE AND LOCAL RELATIONSHIPS

*Section 1.* There shall be a Grievance Committee composed of five (5) members of the Board of Directors.

*Section 2.* This committee shall review any allegation(s) by constituent organizations of the Bylaws of the National PTA, the State PTA or their own bylaws or other practices or activities that may tend to defeat the Purposes and/or basic policies of PTA, and shall make prompt report to the Board of Directors of the results of such review and of its recommendation for action.

*Section 3.* The Board of Directors shall give due consideration to the report of the committee and shall accord the constituent organization an opportunity to be heard and to respond to the report. If, upon such consideration and hearing, the Board of Directors finds a violation by a constituent organization, it may, by a two-thirds vote of its members then in office, place the constituent organization on probation and require the constituent organization to take appropriate action within a period of time stipulated by the Board of Directors. When such a requirement has been made by the Board of Directors, and if the recommended action is not taken within the allotted period of time, the Board of Directors may, by a two-thirds vote of its members then in office, grant the constituent organization an extension of time not less than six (6) weeks nor more than eighteen (18) months in which to achieve satisfactory compliance with the action required by the Board of Directors.

If it becomes necessary to withdraw the charter from a unit or withdraw the acceptance from a council or district PTA, at least fifteen (15) days notice, in writing, must be given before the recommendation comes before the State Board of Managers for action. The procedures as stipulated in Article VI, Section 4 or 10, of these bylaws, as appropriate, shall be followed.

*Section 4.* Expulsion, Suspension, Termination of Members. If grounds appear to exist for expulsion or suspension of a PTA member, the following procedure shall be followed:

- a. The member shall be given fifteen (15) days' prior notice of the proposed expulsion, suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or registered mail to the member's last address as shown on the PTA's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion, suspension or termination. The hearing shall be held, or the written statement considered, by the Grievance Committee authorized by the Board of Directors to determine whether the expulsion, suspension or termination should take place.
- c. The Board of Directors, upon recommendation from the Grievance Committee, shall decide whether or not the member should be expelled, suspended or terminated, or sanctioned in some other way. The decision of the Board of Directors shall be final.
- d. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging

defective notice, must be commenced within one (1) year after the date of the expulsion, suspension or termination.

## ARTICLE XV — ANNUAL CONVENTION

*Section 1.* There shall be an annual convention meeting of the State PTA in April or May. The time, place and any proposed business to be addressed at the meeting shall be determined by the Board of Managers (exception: Article XII, Section 4). Proposed business may include, but is not limited to; election of officers, California State PTA bylaw amendments, the California State PTA Legislation Policies and California State PTA Legislation Platform, and resolutions. The Board of Managers shall publish a CALL to convention including all proposed business to be sent to all associations comprising the State PTA at least thirty (30) days prior to convention. Written notification of emergency business being presented for consideration at the annual convention meeting shall be given to delegates twenty-four (24) hours in advance.

*Section 2.* One-third (1/3) of the delegates registered and eligible to vote at the annual convention and representing a majority of district PTAs shall constitute a quorum.

*Section 3.* At the annual convention meeting, the delegates shall be

- a. Members of the Board of Managers, including the parliamentarian and the district PTA presidents;
- b. Three delegates or their alternates elected from each district PTA executive board, one of the delegates being the president-elect in an election year;
- c. One delegate or alternate elected from each council executive board, in addition to the council president or president-elect, or elected alternate;
- d. Accredited delegates elected in proportion to association membership according to Article XV, Section 5 of these bylaws in addition to the local association presidents or presidents-elect or their elected alternates; and
- e. Past State presidents.

*Section 4.* The privilege of making motions, debating and/or voting at convention shall be limited to delegates having a current membership card and evidence of, or receipt for, payment of convention registration fees as determined annually by the Board of Managers.

A delegate shall serve only at the convention for which elected.

*Section 5.* Each association in good standing is entitled to be represented at the annual convention meeting by the president-elect or president or elected alternate and one additional elected delegate. Each association of over 250 memberships but less than 501 is entitled to two elected delegates in addition to the president-elect

or president. An association which has a membership of 501 but less than 751 is entitled to three elected delegates in addition to the president-elect or president. Associations that have memberships of 751 or more may send four elected delegates in addition to the president-elect or president. In no case shall an association be entitled to more than a total of four elected delegates in addition to the president-elect or president.

A delegate shall not be allowed to represent more than one association and must have been a member of that local association at least thirty (30) days prior to convention or a member of a feeder school where applicable. This shall not apply to associations organized within ninety (90) days prior to convention.

*Section 6.* A delegate serving in an official capacity from the opening of the first general meeting to the close of convention may have his delegate status removed for actions contrary to the bylaws, policies or procedures of the organization.

A disciplinary committee appointed from the State Board of Managers shall serve as the official body in all cases where due process must be applied and shall have the power to terminate a delegate's status in accordance with the following procedures:

- a. The charge in writing and signed by fifteen (15) delegates shall be presented to the president.
- b. The notice of the charge, time and place of hearing shall be presented to the delegate.
- c. The delegate hearing shall be conducted by the disciplinary committee and a decision rendered by the committee.
- d. The decision shall be reported to the membership at the next general meeting.
- e. The hearing shall be held immediately should the offense occur on the final day of convention.

*Section 7.* In cases of extreme emergency the Board of Managers shall have the power to limit the length of the session of the annual convention of the State PTA and make such other changes in the rules governing the convention as shall be necessary to conform to the abridged time of the convention.

*Section 8.* The Board of Managers by a two-thirds (2/3) vote of its members then in office may cancel or defer any annual convention when it deems such action to be required by the existence of a national or statewide emergency. Such action may be taken by the president on his own responsibility after polling the members of the Board of Managers to the extent reasonably possible under the then existing circumstances when the emergency is such as to render it impracticable to convene a meeting of the Board. During the existence of such emergency the Board of Managers may adopt such measures for the conduct of the affairs of the State PTA as it may deem to be required without regard to the restrictions or limitations of these bylaws.

**ARTICLE XVI — NATIONAL COUNCIL OF STATES REPRESENTATION**

*Section 1.* The National Council of States member shall be the California State PTA president or designee for a term of one year.

*Section 2.* The member shall represent the California State PTA at all meetings designated by the National PTA for the purpose established in the National PTA governance structure.

**ARTICLE XVII— NATIONAL CONVENTION**

*Section 1.* The State PTA shall be entitled to accredit to the annual convention as its delegates:

- a. The president of the State PTA;
- b. One additional delegate from among the members of the State PTA for each one thousand members, or major fraction thereof, of the State PTA, as shown on the books of the treasurer of the National PTA as of March 31 preceding the annual convention.

*Section 2.* The selection of these delegates and their alternates (other than the president of the State PTA, who shall be a delegate ex officio) shall be authorized by the Board of Managers. Procedures for the selection of delegates and distribution of credential cards allocated to the State PTA shall be specified in the Standing Rules and Procedures of the Board of Managers.

**ARTICLE XVIII — FISCAL YEAR AND AUDIT**

*Section 1.* The fiscal year shall be from July 1 to June 30, inclusive.

*Section 2.* The books and financial records of the California Congress of Parents, Teachers, and Students, Inc., shall be audited at the close of the fiscal year and at any other time deemed necessary by the Board of Managers. The audit shall be performed in accordance with the Nonprofit Integrity Act of 2004 (SB 1262 – Sher, Chapter No. 919, Statutes of 2004). The report of the regular audit shall be made to the Board of Managers not later than the fall board meeting. The report of any specially ordered audit shall be made to the Board of Managers at its next regular meeting.

*Section 3.* An audit committee shall be appointed each term by the board of directors and ratified by the board of managers, consisting of members of the finance commission and exclusive of the president and treasurer, as stipulated in the Nonprofit Integrity Act of 2004 (SB 1262 – Sher, Chapter No. 919, Statutes of 2004). The chairman of the audit committee may not be a member of the budget committee and members of the budget committee must be a minority of the audit committee. Members of the audit committee may not receive any compensation from the California State PTA other than as members of the Board of Managers and they may not have any material financial interest in any entity doing busi-

ness with the organization. The audit committee shall be responsible for recommending to the Board of Directors:

- a. retention and termination of the independent auditor;
- b. the auditor's compensation;
- c. determination, in consultation with the auditor, that the affairs of the California State PTA are in order, and
- d. review and approval of the audit.

**★ ★ ★ ARTICLE XIX — PARLIAMENTARY AUTHORITY**

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

**ARTICLE XX— AMENDMENTS**

*Section 1.* These bylaws may be amended at any annual convention by a two-thirds (2/3) vote provided there shall have been published in the CALL for convention a copy of the proposed amendment or amendments.

★ ★ ★ *Section 2.* The adoption of an amendment to any provision of the bylaws of the State PTA identified by a triple star shall serve automatically and without the requirement of further action by the constituent organizations to amend correspondingly the bylaws of each constituent organization. Notwithstanding the automatic character of the amending process, the constituent organizations shall promptly incorporate such amendments in their respective bylaws.

*Section 3.* The adoption of an amendment of any provision of the bylaws of the State PTA identified by a double star sign (★★) shall automatically, and without the requirement of further action by the constituent organizations, amend correspondingly the bylaws of each constituent organization. Notwithstanding the automatic character of the amending process, the constituent organizations shall promptly incorporate such amendments in their respective bylaws.

**Explanation of Starred Articles and Sections**

Articles and Sections designated with a double star sign (★★) indicate provisions in the bylaws that are required by the California Corporations Code. Triple stars (★★★) indicate provisions in the bylaws of the California State PTA and National PTA that are to be included in unit, council and district PTA bylaws where appropriate.



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