



BYLAWS

Proposed changes to the bylaws are highlighted for reference.

These bylaws replace all previous bylaws of the Ohio PTA.

April ~~2019~~ 2021

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## ARTICLE I: NAME

The name of the association is the Ohio Congress of Parents and Teachers, Inc. It is also commonly known and will be referred in these bylaws as the Ohio PTA. The Ohio PTA is a nonprofit corporation organized under the laws of Ohio.

## ARTICLE II: PURPOSES

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

- a. To promote the welfare of children and youth in home, school, places of worship, and throughout the community;
- b. To raise the standards of home life;
- c. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
- d. To promote the collaboration and engagement of families and educators in the education of children and youth;
- e. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and
- f. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

**Section 2.** The purposes of 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”).

**Section 4.** Ohio PTA further defines children and youth as birth through 23 years of age.

## ARTICLE III: BASIC POLICIES

The following are basic policies of 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 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; and

- f. 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: CONSTITUENT ASSOCIATION**

**Section 1.** The Ohio PTA is a constituent association of the National Congress of Parents and Teachers (National PTA). The Ohio PTA bylaws and other articles of organization shall not be in conflict with National PTA bylaws or Ohio non-profit corporate laws and shall comply with the National PTA Standards of Affiliation.

**Section 2.** The constituent association of Ohio PTA include:

- a. Local PTAs (Parent Teacher Associations) or local PTSAs (Parent Teacher Student Associations) which are chartered and organized under the direct authority of the Ohio PTA. A local PTA/PTSA is a self-governing unit linked to the Ohio and National PTA;
- b. Councils which are chartered and organized under the direct authority of the Ohio PTA. A Council is a group of at least 3 local PTA/PTSA units organized under the authority of the Ohio PTA for the purpose of conferences, leadership training and coordination of the efforts of the local PTA/PTSA units; and
- c. Districts organized under the direct authority of the Ohio PTA. A district is a geographical area composed of a county, or counties, or a portion thereof in which local PTA/PTSA activity may exist and which may be served by the District Advisor elected to service that area.

**Section 3.** The Ohio PTA shall determine criteria for establishing its constituent association and setting standards for continuing affiliation with the Ohio PTA and National PTA.

**Section 4.** Each constituent association, except districts, shall adopt bylaws for the governing of the association. Such bylaws shall not be in conflict with National PTA or Ohio PTA Bylaws. Such bylaws shall include an article on amendments, shall include a provision establishing a quorum, and shall include an article on the disbanding of a local PTA/PTSA which shall provide that after the payment of all debts, any remaining assets shall be distributed to the Ohio PTA, Inc. or a non-profit association which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code.

**Section 5.** There shall be no proxy voting by any constituent association of the Ohio PTA.

**Section 6.** The purposes and basic policies of the Ohio PTA shall in every case also be the purposes and basic policies of each constituent association.

**Section 7.** Local PTAs/PTSAs shall remit the National PTA and Ohio PTA portion of dues for each member to Ohio PTA. Ohio PTA shall remit the National PTA portion of the dues to National PTA.

**Section 8.** Local PTAs/PTSAs to be in good standing shall:

- a. Adhere to the purposes and basic policies of the National and Ohio PTA,
- b. Have paid their current National PTA and Ohio PTA dues to Ohio PTA, and
- c. Have bylaws reviewed and approved by the Ohio PTA, and
- d. Adhere to Ohio PTA Standards of Affiliation;
- e. Meet other criteria as may be established by the National or Ohio PTA.

**Section 9.** Councils to be in good standing shall:

- a. Adhere to the purposes and basic policies of the National and Ohio PTA,
- b. Have bylaws reviewed and approved by the Ohio PTA, and
- c. Adhere to Ohio PTA Standards of Affiliation.

- d. Meet other criteria as may be established by the National or Ohio PTA.

**Section 10.** Local PTAs/PTSAs not in good standing by:

- a. November 30:
  - 1. Shall not be eligible for awards;
  - 2. Shall not be eligible to participate in the Reflections Program.
- b. March 15:
  - 1. Shall be considered inactive;
  - 2. Shall know that the IRS shall be notified that the unit is no longer a tax-exempt association of the Ohio PTA.

**Section 11.** To be returned to good standing, a local PTA/PTSA shall provide a list of current officers, remit the current year's National PTA dues and Ohio PTA dues, and fulfill Ohio PTA Standards of Affiliation and current IRS requirements collaborating with the Ohio PTA office.

**Section 12.** To be returned to good standing a council shall provide a list of current officers and fulfill the Ohio PTA Standards of Affiliation and current IRS requirements collaborating with the Ohio PTA office.

### **ARTICLE V: MEMBERS AND DUES**

**Section 1.** Every individual who is a member of a local PTA/PTSA organized by Ohio PTA also is a member of National PTA and of the Ohio PTA 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 member of a local PTA/PTSA shall pay annual dues as may be determined by the association. The amount of dues shall include Ohio PTA dues as recommended by the Ohio PTA Board of Directors and approved by two-thirds (2/3) of the voting body at the Ohio PTA Annual Convention and National PTA dues as recommended by the National PTA Board of Directors and approved by two-thirds (2/3) of the voting body at the National PTA Annual Convention.

**Section 4.** The Ohio PTA portion of each member's dues shall be \$2.50.

### **ARTICLE VI: OFFICERS**

The officers of Ohio PTA shall be a president, a president-elect, a vice president of leadership, a vice president of field service, and a secretary-treasurer.

### **ARTICLE VII: NOMINATIONS AND ELECTIONS**

**Section 1.** A nominating committee shall:

- a. Be composed of five members of the Board of Directors;
- b. Be elected by the members of the Board of Directors at the first meeting of the Board on or after July 1 in the year of the election of the Board of Directors;
- c. Have served a minimum of one full year on the Board of Directors;
- d. Be elected by ballot and plurality shall elect;
- e. Be chaired by the person receiving the greatest number of votes;
- f. Have alternates be determined by the individuals who received the sixth and seventh largest number of votes. If a tie occurs, the rank shall be decided by ballot or toss a coin as determined by the voting body.

- g. Have no more than two members from the same district;
- h. Be composed of at least one but no more than two members of the Executive Committee excluding the President and the President-elect. The immediate Past President shall not serve on this committee.
- i. Have no member serve more than two two-year terms consecutively on this committee; and
- j. Have its members serve a term of two years or until replacements are elected.

**Section 2.** The duties of the nominating committee shall be:

- a. To attend mandatory nominating committee training;
- b. To consider the qualifications of all candidates proposed by Ohio PTA members or by members of the Nominating Committee submitted no later than ~~October 1~~ 6 months prior to the convention in an election year;
- c. To submit one name for each office to be filled during the election held at the convention in the odd numbered years and announced to the Board of Directors four months prior to the annual convention; and
- d. To nominate candidates to fill all vacancies except President and President-elect.

**Section 3.** Additional nominations may be made from the floor, 30 days notice having been given to the President and the Nominating Committee chair.

**Section 4.** The following provisions shall govern eligibility of individuals to be elected to the Board of Directors:

- a. Each member of the Board of Directors shall be a member of a local PTA/PTSA in good standing.
- b. All members of the Board of Directors are eligible to serve two two-year terms consecutively in the same office, with the exception of the President and the President-elect who shall serve no more than one two-year term. A person who has served in an office for more than half a term shall be deemed to have served a full term in that office.
- c. Each candidate to be an officer shall have served at least 2 years as a member of the Board of Directors prior to taking office, except the President-elect who shall have served at least 4 years on the Board of Directors prior to taking office.

**Section 5.** The officers, except President, the Directors, and the District Advisors shall be elected by ballot at the annual convention in odd numbered years by the voting body. A majority vote shall elect. When there is only one candidate for an office, the election may be held by voice vote.

**Section 6.** The Board of Directors shall serve a two-year term or until their successors are elected and shall assume office commencing July 1 in the year in which they are elected. The President-elect shall succeed automatically to the office of President on July 1 of the election year.

## **ARTICLE VIII: DUTIES OF OFFICERS**

**Section 1.** The President shall:

- a. Perform the duties pertaining to the office and other duties specified in these bylaws, standing rules, job descriptions, and the parliamentary authority adopted by the Ohio PTA;
- b. Preside at all meetings of the Ohio PTA, Board of Directors, and the Executive Committee;
- c. Be a delegate to the National PTA Convention;
- d. Approve all material and form letters for publication;
- e. Appoint special committees necessary to promote the work of the Ohio PTA;
- f. Be an ex-officio member of all committees except the Nominating Committee;

- g. Present a report at the annual convention; and
- h. Submit a biennial report within two months after the president's term ends and make it available.

**Section 2.** The President-elect shall:

- a. Perform the duties and exercise the powers of the president in the absence of the president or his ability to act;
- b. Work under and in cooperation with the president and perform duties as assigned by the president; and
- c. Perform the duties prescribed by these bylaws, standing rules, job descriptions, and the parliamentary authority adopted by the Ohio PTA.

**Section 3.** The Vice-president of Leadership and the Vice-president of Field Service shall:

- a. In the order listed in Article VI—Officers, perform the duties and exercise the powers of the president in the absence of both the President and the President-elect or their abilities to act and
- b. Perform the duties prescribed by these bylaws, standing rules, job descriptions, and the parliamentary authority adopted by the Ohio PTA.

**Section 4.** The Secretary-Treasurer shall:

- a. Keep a record of all meetings of the Ohio PTA, Board of Directors, and the Executive Committee and be custodian of the permanent file;
- b. Notify members of their election to office and appointments to committees;
- c. Maintain a full account of the funds of the Ohio PTA;
- d. Cause to be kept, a full and accurate account of the receipts and disbursements in books belonging to the Ohio PTA;
- e. Render a written statement to the Board of Directors at each meeting;
- f. Present an annual report of the financial condition of the association;
- g. Prepare or cause to be prepared an annual report for audit;
- h. Ensure that fidelity bonding and Directors and Officers Protection Insurance is purchased to cover the members of the Board of Directors and the office staff;
- i. Ensure that the National PTA dues are forwarded monthly to the National PTA;
- j. Delegate the duties of the treasurer to one or more of the staff personnel designated by the Executive Committee; and
- k. Perform the duties prescribed by these bylaws, standing rules, job descriptions, and the parliamentary authority adopted by the Ohio PTA.

## **ARTICLE IX: BOARD OF DIRECTORS**

**Section 1.** The affairs of the Ohio PTA shall be managed by the Board of Directors. This Board shall be comprised of officers, Directors, District Advisors and up to two youth members. The immediate past president shall be an ex-officio member of this Board during the term of his successor and shall not be eligible to be elected to a position on this Board during that period.

This Board:

- a. Shall have all power and authority over the affairs of the Ohio PTA in the interim between the annual conventions except that of modifying any action of the convention;
- b. May adopt position statements between conventions which shall be ratified by delegates at the next annual convention;
- c. Shall approve and manage the yearly budget;
- d. Shall approve the Ohio PTA Legislative Directives;
- e. Shall have the authority to adopt rules for the transaction of its business provided they do not conflict with the Ohio PTA Bylaws;

- f. Shall evaluate the local PTAs/PTSAs who have not complied with Ohio and National standard procedures; and
- g. Ensure that fidelity bonding is purchased to cover the members of the Board of Directors and the office staff.

**Section 2.** If a member of the Board of Directors shall at any time cease to meet the qualifications or fulfill the duties of his position, that person may be removed by a resolution adopted by a 2/3 vote of the members of the Board of Directors present and voting, providing there is a quorum.

**Section 3.** Meetings of the Board shall be held at least four times during the year.

**Section 4.** Special meetings of the Board may be called by the President or upon written request by ten members upon five days notice to each member of the Board.

**Section 5.** At all meetings of the Board, a majority of the members of the Board shall constitute a quorum for the transaction of business.

**Section 6.** Upon the expiration of the term of office or when an individual ceases to hold the position that entitles him to be a member of the Board, he shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership. All records, books and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the Treasurer within fourteen days.

**Section 7.** Members of the Board of Directors shall not seek nor hold an elected partisan state or national office.

## **ARTICLE X: VACANCIES**

**Section 1.** In case of a vacancy in the office of President, the President-elect shall become President and shall hold office for the balance of the term. In filling the vacancy, the President-elect shall be entitled to continue in the presidency for the following term providing not more than one-half 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.

**Section 2.** The Board of Directors shall fill all vacancies of the Board of Directors, except in the office of President and President-elect. If more than one candidate is nominated, voting shall be by ballot. The election to fill a vacancy shall take place at the next meeting of the Board of Directors by a majority vote if at least ten days notice has been given. If such notice has not been given, the election shall require a 2/3 vote.

**Section 3.** The President has the authority to temporarily reassign the duties of a vacant office.

**Section 4.** No vacancies shall be filled at the pre-convention Board meeting in the year of the convention election.

## **ARTICLE XI: EXECUTIVE COMMITTEE**

**Section 1.** This committee shall be comprised of the President, President-elect, Vice-president of Leadership, Vice-president of Field Service, and Secretary-Treasurer.



**Section 2.** The President is the chairman of the Executive Committee. The chairman shall have the authority to act in any emergency concerning the headquarters building, grounds or equipment and shall report this action immediately to the committee members.

**Section 3.** Regular meetings of the Executive Committee shall be held prior to meetings of the Board of Directors.

**Section 4.** Special meetings of the Executive Committee may be called by the President or upon written request of two members with two days notice to each member of the Executive Committee.

**Section 5.** A majority of the Executive Committee shall constitute a quorum for the transaction of business.

**Section 6.** The Executive Committee shall:

- a. Supervise and take such action as the Executive Committee deems appropriate to assure the dictates of the Board of Directors are carried out, provided that the action of the Executive Committee is not in conflict with the Board of Directors, and transact all business referred to it by the Board;
- b. Report at every meeting of the Board of Directors;
- c. Serve on the Convention Planning Committee;
- d. Evaluate the office staff.
- e. Approve the salary schedule of the office staff;
- f. Act on the employment of the office staff;
- g. Have the responsibility for the staff and maintenance and operation of the building, grounds and equipment; and
- h. Approve the employee handbook.

## **ARTICLE XII: DIRECTORS AND DISTRICT REGION ADVISORS**

**Section 1.** There are Directors of:

- a. Advocacy
- b. Bylaws and Standing Rules
- c. Communication
- d. Diversity and Inclusion
- e. Education
- f. Events
- g. Family-School Partnership
- h. Health, Welfare and Safety
- i. Membership

**Section 2.** The Directors shall:

- a. Promote the purposes and goals of the Ohio PTA through their committee work; and
- b. Perform the duties prescribed by these bylaws, standing rules, job descriptions, and the parliamentary authority adopted by the Ohio PTA.
- c. Serve on the Field Services Committee as described in Article XIV Section 4t.

**Section 3.** The **District Region** Advisors shall:

- a. **Be responsible for Lead the** work within their districts;
- b. Promote the purposes and goals of the Ohio PTA; and
- c. Perform the duties prescribed by these bylaws, standing rules, job descriptions, and the parliamentary authority by the Ohio PTA.

### ARTICLE XIII: **DISTRICTS REGIONS**

**Section 1.** The Board of Directors shall determine the number of **districts regions** and their geographical boundaries.

**Section 2.** Upon consideration of redistricting, the areas that will be affected shall be notified by the Ohio PTA for input at least sixty days prior to a final decision being reached by the Ohio PTA Board of Directors.

### ARTICLE XIV: COMMITTEES

**Section 1.** The following shall be standing committees of the Ohio PTA:

- a. Advocacy
- b. Budget and Investment
- c. Bylaws and Standing Rules
- ~~d. **Communication**~~ Collapse with Marketing to rename it as Media and Marketing Outreach
- e. Convention Planning
- f. Diversity, **Equity** and Inclusion
- g. Education
- h. Family-School Partnership
- i. Health, Welfare and Safety
- j. Leadership
- ~~k. **Marketing**~~ Media and Marketing Outreach
- l. **Membership** (possible update of name to Member Services)**
- m. Nominating
- n. Oak Tree
- o. Reflections
- p. Resolutions
- q. Scholarship
- r. ~~**State and Local Relations**~~ **Rename as Field Services**
- s. Strategic Planning

**Section 2.** Such other committees, standing or special, shall be created by the Executive Committee as deemed necessary to carry on the work of the organization.

**Section 3.** Committees shall be appointed, assigned duties, and operate according to procedures established in the Ohio PTA Standing Rules.

**Section 4.** The President shall be ex-officio member of all committees except the Nominating Committee.

#### **ARTICLE XV: OHIO PTA ANNUAL CONVENTION**

**Section 1.** The annual convention is a governing body of the Ohio PTA. The date and place shall be decided by the Convention Planning Committee. The first notice of the convention shall be given no later than six months prior to the convention date. The convention call shall be sent at least four months prior to the date for the opening of the convention.

**Section 2.** The voting body of the annual convention shall be the members of an Ohio PTA/PTSA unit in good standing and have met the registration requirements for convention.

**Section 3.** No voting member shall be eligible to cast more than one vote.

**Section 4.** Only voting members shall have the right to introduce motions and participate in debate. There shall be no proxy voting.

**Section 5.** Individual members of units not in good standing and non- PTA members shall be entitled to attend the annual convention as nonvoting delegates upon payment of registration fee in the amount determined by the Convention Planning Committee.

**Section 6.** Seventy-five voting members registered for convention, ~~representing at least five districts,~~ shall constitute a quorum.

**Section 7.** In the event of an emergency such as war, epidemic, or disaster, the Board of Directors shall have the authority to cancel or postpone the annual convention. A two-thirds vote of the Board of Directors shall be required. In the event a convention is canceled, the Board of Directors shall have the authority to plan the procedure for conducting all convention business including the election of officers.

#### **ARTICLE XVI: NATIONAL PTA CONVENTION**

The Ohio PTA shall be entitled to accredit delegates to the annual National PTA convention as set forth by National PTA.

#### **ARTICLE XVII: OHIO PTA MEMORIAL SCHOLARSHIP AWARD**

**Section 1.** Ohio PTA Memorial Scholarship funds are derived from income from the sale of achievement awards, interest income, and contributions.

**Section 2.** The Ohio PTA Memorial Scholarship Fund shall be distributed in two categories:

- a. Ohio PTA General Scholarship: The recipient of the scholarship must be a student graduating from a public high school in a school district which has at least one or more PTA/PTSA units in good standing with Ohio PTA; and
- b. Ohio PTA Designated Scholarships: Funds are derived from contributions of whole scholarships contributed by units and councils. These scholarships will be awarded to students in high schools designated by the contributing units and councils.

**Section 3.** Scholarship awards shall be made annually by the Scholarship Committee as defined in the Ohio PTA Standing Rules.

**Section 4.** The amount of the award shall be determined by the Ohio PTA Board of Directors upon the recommendation of the Scholarship Committee. The awards shall be:

- a. Academic – State approved four-year degree program;
- b. ~~Technical~~ **Post Secondary Certification** – Vocational and Associate Degree – state approved two-year program; and
- c. Special Education - two- or four-year academic, technical or vocational state approved program.

#### **ARTICLE XVIII: OHIO PTA ACHIEVEMENT AWARD**

**Section 1.** There shall be an Ohio PTA Achievement Award, which may be purchased through the Ohio PTA office by any person or local PTA/PTSA that may wish to honor an individual who has rendered outstanding service to children and youth. The recipient shall receive a pin, certificate, and be added to the OPTA communication list.

#### **ARTICLE XIX: FISCAL YEAR**

The fiscal year of the Ohio PTA and its constituent associations shall be from July 1 through June 30.

#### **ARTICLE XX: CORPORATION**

**Section 1.** The designated statutory agent is the president. Immediately upon assuming office the president shall register with the Ohio Secretary of State as the designated statutory agent for the Ohio PTA.

**Section 2.** Every five years the president shall cause to be filed a statement of continuing existence and renewal of the Ohio PTA trade name with the Ohio Secretary of State.

**Section 3.** The president shall file or cause to be filed an annual IRS 990.

#### **ARTICLE XXI: INDEMNIFICATION**

Members of the Board of Directors and office staff shall be indemnified for any cost, expenses or liability incurred as a result of the performance of the duties as provided in the Ohio Revised Code. To that end, the Ohio PTA shall purchase for its Board of Directors and office staff, Directors and Officers Protection Insurance.

#### **ARTICLE XXII: DISSOLUTION**

Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to the National PTA or a non-profit organization, which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XXIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern Ohio PTA in all cases in which they are applicable and in which they are not in conflict with these bylaws, standing rules, National PTA Bylaws, special rules of order, Articles of Incorporation, or the District of Columbia Nonprofit Corporation Act of 1962.

## ARTICLE XXIV: AMENDMENTS

**Section 1.** Ohio PTA Bylaws may be amended or revised at the annual convention by a two-thirds vote providing that the proposed amendment is approved for submission by the Board of Directors through a majority vote with previous notice of the amendment having been given. Proposals for amendments to the bylaws may be submitted by units, councils, Ohio PTA members or by members of the Board of Directors and shall be presented to the Bylaws and Standing Rules Committee by November 1 for consideration by the committee. Proposed amendments may also be generated through review of the bylaws and the submitted proposals during the subsequent meetings of the committee. Any proposal to change the amount of Ohio PTA dues shall be voted upon at the annual convention by written ballot during the regular voting hours.

**Section 2.** All amendments and revisions adopted at the annual Ohio PTA Convention shall be submitted to the National PTA within thirty days of the Ohio PTA convention.

**Section 3.** An emergency no-notice amendment to the bylaws can be made and approved at the annual convention providing all three of the following conditions are met:

- a. The executive committee determines the no-notice amendment to be urgent in nature requiring attention before the next convention and said amendment be discussed (and approved) at the pre-convention board of directors meeting.
- b. The convention general assembly approves by a two-thirds vote the request to present an emergency no-notice amendment;
- c. The emergency no-notice amendment is adopted by a four-fifths vote of all of the voting delegates registered and in attendance at the annual convention, a quorum being present.