

# Michigan PTA Bylaws

## August 2021

**FORENOTE:** Portions of these Bylaws designated with a number symbol (#) are requirements for all councils and units affiliated with Michigan PTA.

### **ARTICLE I - NAME**

The corporate name of this organization is the Michigan Congress of Parents and Teachers, a branch of the National Congress of Parents and Teachers (National PTA). It is also commonly known, and will be referred to in these bylaws as the Michigan PTA.

### **# ARTICLE II - ARTICLE OF ORGANIZATION**

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

### **# ARTICLE III – PURPOSES**

**SECTION 1.** The purposes the Michigan PTA has 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 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. Awareness:** The purposes of both the National PTA and the Michigan 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 policies and principles set forth in Article IV and V.

**SECTION 3. Federal Status:** National PTA and the Michigan PTA are organized exclusively for the charitable, scientific, literary or education purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter “Internal Revenue Code”).

### **# ARTICLE IV - PRINCIPLES**

The following are basic principles of the Michigan PTA in common with those of the National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work to engage and empower children, families, and educators within schools and community to provide quality education for all children and youth, and shall seek to participate in the decision-making process by influencing school policy and advocating for children’s issues, 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.

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- c. The organization shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among families, schools, and the community at large.
- d. Commitment to inclusiveness and equity, knowledge of PTA, and professional expertise shall be guiding principles for service in National PTA.

### # ARTICLE V – POLICIES

- a. The organization shall not enter into membership with other organizations except such international or national organizations as may be approved by the National PTA Board of Directors.
- b. No part of the net earnings of the organization shall inure to the benefit, 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 III hereof.
- c. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities which are not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- d. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.
- e. The bylaws of all constituent organizations shall prohibit voting by proxy, (unless proxy voting is specified by applicable state law.)
- f. 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 attempt to influence legislation by propaganda or otherwise.
- g. A PTA/PTSA representative shall make no commitments that bind the group he represents.

### # ARTICLE VI - RELATIONSHIP WITH NATIONAL PTA

**SECTION 1.** The Michigan PTA is a branch of the National PTA and exists for the purpose of accomplishing, at the state level, the purpose 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 and Principles of the National PTA and its obligations to comply with the Bylaws of the National PTA, the Michigan PTA is a self-governing organization with independent legal existence.

**SECTION 2.** The relationship of the Michigan PTA with the National PTA and its duties, obligations and responsibilities are set forth in the Bylaws of the National PTA and in the charter that is issued by the National PTA to the Michigan PTA.

**SECTION 3.** The Bylaws of the Michigan 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 Michigan PTA shall provide appropriate procedures for the organization of local PTAs within its area. The Michigan PTA may determine the membership year for the local PTAs in its area and prescribe the form and content of the bylaws or other articles of organization of such local PTAs.

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**SECTION 5.** The Michigan PTA may create or establish subsidiary organizations (districts or regions) within its area to facilitate the administration of the affairs of the Michigan PTA and for carrying out its programs and may prescribe the form and content of the bylaws or other articles of organization of such districts (or regions).

**SECTION 6.** The Michigan PTA may create or establish councils in counties, cities or other areas designated by its Board of Directors for the purpose of conference, leadership training and coordination of the efforts of local PTA units, and may prescribe the form and content of the bylaws or other articles of organization of such council. The local PTA units that shall be eligible for membership and participation in the work of any council shall be determined by the Michigan PTA. Councils shall not legislate for local units.

**SECTION 7.** In the event of surrender or withdrawal of its charter by the National PTA, in the manner provided in Article XIX of the National PTA Bylaws, the Michigan PTA is obligated:

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

**SECTION 8.** The Michigan PTA is responsible for compliance by the local, council, district or region PTAs within its area with the Bylaws of the National PTA and the Bylaws of the Michigan PTA. The provisions of the Michigan 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 Michigan PTA and the termination of the status of the Michigan PTA as a branch of the National PTA.

**SECTION 9.** The Michigan PTA shall submit to the National PTA a report of its work and activities for inclusion in the annual report of the National PTA.

**SECTION 10.** The Michigan PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursement 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 Michigan PTA, and the amounts of dues remitted to the National PTA. Such books of account and records, including those of controlled organizations, shall at all reasonable times be open to inspection by an authorized representative of the National PTA.

**SECTION 11.** The Michigan PTA shall have a representative to serve on the National Constituent Association Advisory Council (NCAAC) as designated by the Michigan PTA President.

## ARTICLE VII - REGIONS

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**SECTION 1.** The State shall be divided into geographic regions that are determined by the Board of Directors.

**SECTION 2.** Each region shall be serviced by Field Service Representatives.

**SECTION 3.** Each Region shall have a Region Director responsible for coordinating Field Service Representatives and member services for the region.

### **ARTICLE VIII – CONSTITUENT ORGANIZATIONS**

**SECTION 1.** Constituent Organizations shall be defined as Councils, Local Unit PTA/PSTAs, and Advocate Leaders at Large (A.L.L.) PTA.

**SECTION 2.** Constituent Organizations shall:

- a. Promote the purpose, principles, and interests of the Michigan PTA and National PTA
- b. Be self-governing in accordance with the Bylaws of the Michigan PTA and National PTA.
- c. Be organized and chartered under the authority of the Michigan PTA in which the constituent organization functions, in conformity with such rules and regulations, not in conflict with the Bylaws of the Michigan PTA and National PTA.
- d. Operate in a manner that is consistent with Michigan PTA's Diversity and Inclusion Policy.
- e. 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 (local units for councils and individuals for local units) and the dues collected from them. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Michigan PTA.
- f. Coordinate legislative action when called upon by Michigan PTA to implement the legislative program of the Michigan PTA and National PTA.
- g. Submit the name and address of the newly elected officers and committee chairs to the Michigan PTA immediately following election.
- h. Review/revise their bylaws every three (3) years and submit a copy electronically (or by mail if electronic means are not available) along with the minutes from the meeting in which members have adopted them and submit them to the Michigan PTA for approval. Bylaws shall include a provision for establishing a quorum and amendments. Bylaws shall not be in conflict with the Bylaws of the Michigan PTA or National PTA.
- i. Pay annual dues in the amount of \$40.00 to the Michigan PTA in accordance with these Bylaws.
- j. Have no more than one person serving in any elected office.
- k. Have a nominating committee for officers elected by the general membership, Board of Directors/Managers, Executive Board or Executive Committee.
- l. Elect only members to be an officer or board member.
- m. Not have a voting member of their board who is a paid employee of, or under contract to, that constituent organization.

**SECTION 3.** Councils shall:

- a. Be organized upon request in an area that has three (3) or more Local Units currently not affiliated with a council.
- b. Be organized for the purposes of coordinating the efforts of Local Units, leadership training and acting as an advisory agency for the Local Units.
- c. Not be organized to govern or legislate policies and procedures to the Local Units.
- d. Not sell individual memberships. Councils may sell business memberships.
- e. Be comprised of Local Units (whose eligibility is determined by the Michigan PTA Board of Directors), and businesses who have purchased membership in that council.

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- f. Elect board members who are a member of the Local Constituent Units.

### **SECTION 4.** Local Units shall:

- a. Be chartered in any geographical area within the State where no local unit for college, high school, junior high/middle school, elementary school, preschool, special education group, or similar community-based unit exists. The Unit shall be known as \_\_\_\_\_ Parent, Teacher (Student) Association, in membership with the Michigan PTA and National PTA, and shall conform to such rules and regulations, not in conflict with the Bylaws of the Michigan PTA and National PTA, they may in their bylaws prescribe.
- b. Have ten (10) or more members to qualify for a charter and submit members annually to sustain the charter. Any unit found to be in violation of this section shall be able to appeal the withdrawing of their charter through the procedures as outlined in the Standing Rules.
- c. The Standards of Affiliation with Michigan PTA shall be as follows:
  - i. Remit annual dues.
  - ii. Register officer names and contact information with the state office.
  - iii. Remit membership dues to Michigan PTA by the 28<sup>th</sup> of each month, as provided in Article X
  - iv. Submit a copy of their annual budget, audit/financial review and Form 990 to the state office.
  - v. Review and/or revise bylaws every three (3) years and submit them to the Michigan PTA for approval. A copy of the minutes from the meeting in which the bylaws were approved must be included with the submission.
  - vi. Obtain liability insurance for the Constituent Organization to protect the assets of the unit/council.
- d. Units must meet the Standards of Affiliation requirements by December 1<sup>st</sup> annually.

**SECTION 5.** Constituent organizations shall be chartered by the Michigan PTA upon adoption of their approved bylaws and payment of all applicable dues as determined by these bylaws and the National PTA.

**SECTION 6.** Should a constituent organization fail to satisfy the requirements in Section 4b by December 1<sup>st</sup>, the constituent organization shall:

- a. Be notified by the Michigan PTA that they are an inactive unit.
- b. Reactivate by the following May 30<sup>th</sup> or turn over its assets, funds, and records to the Michigan PTA to be held in escrow for two (2) years.
- c. Be allowed to reactivate itself during this two (2) year period. If the constituent organization fails to reactive itself within this period, its funds and assets shall become the property of the Michigan PTA.
- d. Have their charter revoked if they have not reactivated within the two year period.

**SECTION 7.** The charter of a constituent organization shall be subject to withdrawal and the status of the constituent organization shall be subject to termination due to violation of these Bylaws (or their own bylaws) or other practices or activities that may tend to defeat the Purposes, Principles, and Policies of the Michigan PTA and National PTA in accordance with the procedures as outlined in the Standing Rules.

**SECTION 8.** Each constituent organization is obligated, upon withdrawal of its charter by the Michigan PTA or voluntary disbandment to:

- a. Surrender all of its books and records and all of its assets and property to the Michigan PTA or to such agency as may be designated by the Michigan PTA or to another Local Unit organized under the authority of the Michigan PTA.
- b. Cease and desist from the further use of any name that implies or connotes association with the Michigan PTA or National PTA or status as a constituent organization of the National PTA.
- c. Carry out promptly, under the supervision and direction of the Michigan PTA, all proceedings necessary for the purpose of dissolving such constituent organization.

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### **SECTION 9.** Procedure for voluntary disbandment:

- a. If a constituent organization is considering disbandment, the executive board of that council/unit shall meet with the Region Director, Vice President for Outreach and Support or the Michigan PTA President's designee, prior to formal action.
- b. Written notice stating the recommendation of the constituent organization's executive board shall be given to each member/unit entitled to vote at such meeting, to the Region Director, Vice President for Outreach and Support and the Michigan PTA at least thirty (30) days prior to the date of such a meeting.
- c. For Council disbandment, only members of the voting body whose unit has meet the Standards of Affiliation requirements thirty (30) days prior to the date of the vote of disbandment shall be entitled to vote. For Local Unit disbandment, only those members of said Local Unit having paid their dues, thirty (30) days prior to the vote of disbandment shall be entitled to vote.
- d. Approval of disbandment shall require the affirmative vote of at least two-thirds (2/3) of the voting body, a quorum being present. A member of the state Board of Directors (or designee) may be present at the vote. The Region Director, Vice President for Outreach and Support and Michigan PTA shall be notified of the decision.

**SECTION 10.** The Michigan PTA shall maintain an "at-large" Local Unit which shall be known as A.L.L. PTA (Advocate Leaders at Large). The purpose of this Unit shall be to increase and promote involvement in PTA and to serve as a means of communication with those who are otherwise unable to participate in PTA.

- a. Membership shall be open to any person who supports the PTA Purposes and Principles, especially to those who, for varied reasons, cannot be associated with a Local Unit within their home area.
- b. The President Elect of the Michigan PTA shall serve as president of the A.L.L. PTA. The Treasurer of the Michigan PTA shall serve as the Treasurer of A.L.L. PTA.
- c. Meetings of the A.L.L. PTA will be held in conjunction with the Michigan PTA Convention. Special meetings may be called, if deemed necessary, by the Michigan PTA Executive Committee, with proper notice to the membership.
- d. Convention credentials shall be allocated to A.L.L. PTA on the same membership formula used for other Local Units. Convention credentials allocated to A.L.L. PTA shall be distributed by the President-Elect to members registered for convention proportionally across all regions.
- e. Dues shall be determined annually by the Board of Directors, and shall include membership in both the Michigan PTA and National PTA and the benefits granted through such membership, with the remaining money being placed in the State PTA general fund.

## **ARTICLE IX - MEMBERSHIP**

**#SECTION 1.** Every individual who is a member of a constituent organization (council or local unit) is by virtue of that fact, a member of the National PTA and of the Michigan PTA by which such constituent organization is chartered, and is entitled to all benefits of such membership which include but are not limited to privileges of making motions, debating, voting, holding office, serving as chairmen of standing or special committees or serving on committees.

**#SECTION 2.** Membership in each constituent organization shall be open without discrimination to anyone who believes in and supports the mission of the National PTA and Michigan PTA.

**#SECTION 3.** The membership year of the Michigan PTA shall be from the 1<sup>st</sup> day of October through the 30<sup>th</sup> day of September of the following year.

**SECTION 4.** Honorary life memberships or recognitions, as determined by the Board of Directors, shall not include voting rights or membership in the Michigan PTA or National PTA.

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### ARTICLE X - DUES

**#SECTION 1.** The National PTA portion of each member's dues shall be two dollars and twenty-five cents (\$2.25) per annum.

**#SECTION 2.** Michigan PTA shall determine the dollar amount of the state portion of each member's dues. The Michigan PTA portion of each member's dues shall be three dollars and twenty-five cents (\$3.25) per annum.

**#SECTION 3.** The Michigan PTA shall make monthly remittances of the amount indicated in Article X, Section 1 to the National PTA. Each remittance shall be accompanied by a statement of the dues received by the Michigan PTA from all local PTAs within its area for the month covered by the report. Such statement shall show the name and location of each local PTA, the amount paid by it to the state PTA and the number of members in each Local Unit.

### ARTICLE XI - FINANCIALS

**SECTION 1.** The fiscal year of the Michigan PTA shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

**SECTION 2.** The Michigan PTA shall be responsible for furnishing a complete audit statement or financial review of the previous fiscal year in the convention program. This statement shall include the financial picture of the last convention.

### ARTICLE XII – FUNDS

**SECTION 1.** The Michigan PTA shall maintain and administer separate accounts for the General and Scholarship Funds.

- a. Monies received from the Michigan PTA Life Memberships, Distinguished Service Awards and Council Member of the Year Awards shall be designated for the Michigan PTA Scholarship Fund.
- b. All other monies received shall be deposited into the General Fund, or as specified by the donor.

**SECTION 2.** The Michigan PTA portion of Founders Day monies received shall be deposited in the General Fund.

### ARTICLE XIII - OFFICERS

**SECTION 1.** The elected officers of the Michigan PTA shall be a President, President Elect, Secretary, Treasurer, Vice President for Membership, Vice President for Outreach & Support, Vice President for Children's Advocacy, Vice President for Programs & Services, and Vice President for Student Involvement. Region Directors shall be appointed officers.

**SECTION 2.** The following provisions shall govern the qualifications and eligibility of persons to be officers of the Michigan PTA.

- a. Each officer shall be a member of a local PTA/PTSA or A.L.L. PTA.
- b. Only those who are serving on the Michigan PTA Board of Directors for at least two years shall be eligible for nomination or election to the office of President Elect.

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- c. Preferred candidates who have previously served at least one year on the Committee for Children's Advocacy or who exhibit documented experience in the area of Advocacy shall be eligible for nomination or election to the office of Vice President for Children's Advocacy.
- d. Only those who have served or are serving on the Michigan PTA Board of Directors or on a Michigan PTA Committee shall be eligible for nomination or election to the office of:
  - Secretary
  - Treasurer
  - Vice President for Membership
  - Vice President for Programs & Services
  - Vice President for Student Involvement
  - Vice President for Children's Advocacy
  - Vice President of Outreach & Support
  - Vice President of Communications
- e. Each officer shall be a resident of the State of Michigan.
- f. A state officer may be removed from office with cause by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the board members then serving with the notice and in accordance with the procedures set forth within the Standing Rules.
- g. No one shall hold more than one elected office at a time.

**SECTION 3.** Except for the Office of President, the officers shall be elected at the annual convention by the voting delegates. Officers shall remain in office until their successors assume office.

- a. Officers shall be elected every two years, in odd-numbered years.

**SECTION 4.** Except as specifically provided otherwise in these Bylaws, the State Officers of the Michigan PTA are elected by the voting delegates at their annual convention. Rules governing the nomination of candidates and the conduct of elections shall be outlined within Article XVI and the Standing Rules.

**SECTION 5.** The term of office for each office shall be two (2) years. No individual shall be eligible for more than two terms in any one office, with the exception of the offices of President and President Elect which shall be limited to one term each. Any part of a term in excess of twelve (12) months shall be considered a term. The term of office shall begin at the convening of the next board of directors meeting following both the National PTA and State PTA conventions.

**SECTION 6.** The Region Directors shall be chosen from the region in which (s)he resides. If (s)he moves out of the region from which (s)he was appointed, a vacancy shall be declared, and a new Regional Director shall be appointed.

**SECTION 7.** Officers shall perform all duties of a Michigan nonprofit association imposed by statute and carry out those functions listed elsewhere in these Bylaws, as well as additional duties prescribed by the Board of Directors within the Standing Rules and Procedures.

**SECTION 8.** A vacancy occurring in an office shall be filled by the Board of Directors for the unexpired term with the exception of the position of the President which shall be assumed by the President-Elect. The election shall be by majority vote. The candidate to fill the vacant position should meet the eligibility requirements as described in Section 2, unless no suitable candidate is available.

## ARTICLE XIV - GOVERNING BODIES

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The business of the Michigan PTA shall be transacted by two (2) legislative bodies in the following order of authority:

- A. Annual State Convention.
- B. The Board of Directors.

### **A. ANNUAL STATE CONVENTION**

**SECTION 1.** There shall be an annual state convention of the Michigan PTA.

**SECTION 2.** The annual state convention shall be the governing body of the Michigan PTA in all matters not previously determined by official action of the National PTA.

**SECTION 3.** The voting body shall consist of:

- a. Members of the Michigan PTA Board of Directors.
- b. All past Michigan PTA Presidents
- c. The President and a Vice President of councils or their alternates.
- d. All chairs of active state committees
- e. Registered attendees who are members of a Local Unit in Michigan or of A.L.L. PTA, and who have been a member for more than 30 days.
- f. A new or reactivated unit chartered by the Michigan PTA between April 28<sup>th</sup> and fifteen (15) days prior to the annual convention.
- g. There shall be a limit of one credential issued to any individual, which shall be issued at the highest office held by that individual.

**SECTION 4.** Twenty-five percent (25%) of registered voting delegates shall constitute a quorum. In the absence of a quorum in the meeting room at the opening of the business session of the annual convention, the President, in his/her sole discretion, may delay the opening of the business session to provide time to obtain a quorum. If the President, in his/her sole discretion, concludes that it is impractical or impossible to obtain a quorum for a business session during the time scheduled for the convention, the President shall so inform the voting delegates present. In such an event, and notwithstanding other provisions in these Bylaws, the Board of Directors shall have authority to take actions that would have been submitted to the voting delegates at the convention including, but not limited to, the election of State Officers and the amendment of these Bylaws.

**SECTION 5.** The convention of the Michigan PTA shall be open to any attendees who pay the registration fee and such guests as provided for by the structure of members of the Michigan PTA. The privilege of making motions, debating and voting shall be limited to the members of the voting body.

### **B. BOARD OF DIRECTORS**

**SECTION 1.** The Michigan PTA Board of Directors shall consist of the officers of the Michigan PTA, the Region Directors, at least three (3) Field Service Representatives, the Immediate Past President, at least one (1) member of the Nominating Committee, and those deemed necessary or appointed by the President.

**SECTION 2.** Each member of the Board of Directors shall:

- a. Be a member of a local PTA/PTSA.
- b. Be a resident of the State of Michigan.
- c. Be removable from office with cause by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the board members then serving with the notice and in accordance with the procedures set forth within the Standing Rules.
- d. Attend meetings as specified below.

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### SECTION 3. Meetings

- a. Regular meetings of the Board of Directors, a minimum of six (6), shall be scheduled by the President.
- b. Special meetings may be called by the President, or upon written request of one-third (1/3) of the members of the Board of Directors to the Secretary, who shall issue the Call. The Call for a special meeting shall state the business to be transacted and no business shall be transacted except that stated in the Call.
  - i. Notice of special meetings requiring physical attendance shall be given at least five (5) days in advance.
  - ii. Notice of virtual meetings shall be given at least three (3) days in advance.

**SECTION 4.** A simple majority of the currently filled positions on the Board of Directors shall constitute a quorum. In addition to traditional methods, the Michigan PTA Board of Directors may also conduct business by voting by electronic means outside regular meetings. The details of this type of voting procedure are outlined in a policy located in the Standing Rules.

### SECTION 5. The Board of Directors shall:

- a. Have all power and authority over the affairs of the Michigan PTA during the interim between annual conventions, except that of modifying any action taken by the convention body.
- b. Have power to adopt rules for the transactions of its business, provided they do not conflict with the Bylaws of the Michigan PTA.
- c. Adopt the annual budget for the Michigan PTA.
- d. Approve Plans of Work.
- e. Fill vacant positions
- f. Approve the appointment of Field Service Representatives, committee chairs, committee members regional directors and at-large board members.

**SECTION 6.** No volunteer board member of this Corporation shall be personally liable to this Corporation or its members for monetary damages for a breach of fiduciary duty as a volunteer board member, except for liability: (a) for any breach of the volunteer board members duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law; (c) resulting from a violation of 551 (1) of the Michigan Nonprofit Corporation Act; (d) for any transaction from which the director derives an improper personal profit; (e) for any acts or omissions occurring before January 1, 1988; or (f) an act or omission that is grossly negligent.

In the event the Michigan Nonprofit Corporation Act P.A. 1982 No. 162, is amended after approval by the Convention of this Article to authorize corporate action further eliminating or limiting the personal liability of directors (board members), then the liability of a director (board member) or the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended. Any repeal, modification or adoption of any provision in these Bylaws inconsistent with this Article shall not adversely affect any right or protection of a director (board member) of the Corporation existing at the time of such repeal, modification or adoption.

## ARTICLE XV - COMMITTEES

**SECTION 1.** The Board of Directors may create one or more committees comprised of board members and others deemed necessary. Members of these committees are appointed by, and serve at the pleasure of, the Board of Directors for a term of two years.

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**SECTION 2.** Special committees may be created by the President for some specific purpose. The chair and members of these committees are appointed by the President. Once a special committee has accomplished its purpose, it shall be disbanded.

**SECTION 3.** Rules governing committees shall be determined by the qualifications set forth in the Standing Rules. No committee, as provided within these Bylaws, shall have the authority to act for the Board of Directors.

**SECTION 4.** The President and President-Elect shall be ex-officio voting members of all committees except the Nominating Committee.

### ARTICLE XVI - NOMINATING COMMITTEE

**SECTION 1.** The Nominating Committee shall consist of seven (7) members: five (5) elected by the membership at the annual convention and two (2) nominated by the Board of Directors.

- a. At least one of those nominated by the Board of Directors will also sit on the Board of Directors.
- b. Those holding any elected or appointed position in Michigan PTA shall not serve on the Nominating Committee.
- c. No member of the committee shall be eligible to be nominated by the committee.
- d. The executive director, or designee, shall serve as staff liaison to the Nominating Committee.

**SECTION 2.** The five (5) elected members of the Nominating Committee shall serve a term of three (3) years or until their successors are elected.

- a. Nominations for the committee shall be made by the Nominating Committee and also from the floor.
- b. Elected members shall assume their duties at the close of the convention at which they are elected.

**SECTION 3.** The Nominating Committee shall report its nominees for committee members to the annual convention, at which time additional nominations may be made from the floor. Nominees from the floor must give notification of their intent to run no less than thirty (30) days prior to convention. Written notification must be given to the Michigan PTA president in writing per the Michigan PTA Standing Rules (via certified U.S. mail/package carrier) in care of the Michigan PTA office.

**SECTION 4.** Members appointed by the Board of Directors will serve a three (3) year term. One of the appointees will also serve on the Board of Directors.

**SECTION 5.** The vote shall be conducted by ballot when there are more candidates than open positions, and a plurality vote shall elect. When there is an equal number of candidates to the number of open positions, the election may be held by voice vote.

**SECTION 6.** A vacancy on the committee shall be filled by the Board of Directors. The vote shall be by ballot. When there is only one (1) candidate for a vacancy; that election may be by voice vote.

**SECTION 7.** The committee shall elect a chair at its first meeting each year following the annual convention.

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### **SECTION 8.** The Nominating Committee shall:

- a. In November, publish a call for individuals to submit a letter of intent to the Nominating Committee. Past Board and Committee members may be eligible to be nominated and eligibility will be verified by the Nominations and Leadership Development Committee.
- b. Identify characteristics and skill sets needed in the leadership of Michigan PTA.
- c. Recommend continuing education that enhances leadership development for the association.
- d. Screen and evaluate individuals as described in the Michigan PTA Standing Rules, and nominate one (1) eligible candidate for each office or position to be elected at the following convention.
- e. Advise the president on appointments.

## **ARTICLE XVII - BUDGET AND FINANCE COMMITTEE**

**SECTION 1.** There shall be a Budget and Finance Committee composed of five (5) members of the Board of Directors, one of whom shall be the Treasurer of the Michigan PTA, who shall serve as chairman

**SECTION 2.** The President shall name the other members with the approval of the Board of Directors.

**SECTION 3.** It shall be the responsibility of the Budget and Finance Committee to review past expenses, income projections and current budget requests for the purpose of establishing a budget. This budget shall be presented to the Board of Directors prior to May 1.

**SECTION 4.** After the budget has been approved, the Committee will periodically review any variances and report proposed amendments, if any are needed, to the Board of Directors.

**SECTION 6.** The Michigan PTA budget shall be presented to members annually.

**SECTION 7.** The Budget and Finance Committee shall select and oversee a certified public accountant to prepare Form 990 and the Charitable License to Solicit and annually conduct an audit or financial review of the books of the Michigan PTA, and at such other times as may be necessary. .

## **ARTICLE XVIII - LEGISLATION**

**SECTION 1.** The legislative platform of the Michigan PTA shall consist of legislative resolutions adopted annually. Said legislative resolutions, upon adoption, become the policy of the Michigan PTA. A process for consideration of emergency resolutions shall be outlined in the Standing Rules.

**SECTION 2.** Any previously adopted legislative platform may, at the annual convention of the Michigan PTA, be:

- a. Amended or repealed by a two-thirds (2/3) vote of the voting delegates.
- b. Retired by a majority vote of the voting delegates.

**SECTION 3.** Legislative action by the Michigan PTA shall be based on the state legislative platform and such items of the legislative platform of the National PTA.

**SECTION 4.** Between annual conventions, the Michigan PTA Board of Directors shall be responsible for taking action on legislation not covered by the adopted legislative platform. Action on legislation taken by the Board of Directors, on issues not specified on the legislative platform, shall be governed by the following:

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- a. It must be of statewide significance and must fit within the Purposes and Principles of the Michigan PTA.
- b. It shall be the duty of the Advocacy Committee and its chair to notify local units and councils of specific legislative issues coming before the Board of Directors for action.
- c. Any legislative position adopted by the Board of Directors shall be presented at the next annual convention for ratification or defeat.
- d. Any legislative action of the Michigan PTA represents the official position of the organization and shall not be interpreted as representing the personal opinion or conviction of each individual PTA member.

### ARTICLE XIX - STATE OFFICE

**SECTION 1.** A state office shall be located within the State of Michigan at such place as determined by the Board of Directors. In the absence of a physical office, the official address shall be the president's office.

**SECTION 2.** The operation and configuration of the state office shall be determined by the provisions within the Michigan PTA Standing Rules.

### ARTICLE XX - NATIONAL CONVENTION

**#SECTION 1.** The Michigan PTA shall be entitled to accredit to the annual national convention as its delegates:

- a. The President of the Michigan PTA.
- b. One additional delegate from among the members of the state PTA for each one thousand members, or major fraction, thereof, of the Michigan PTA, as shown on the books of the Treasurer of the National PTA as of March 31<sup>st</sup> preceding the annual convention.

**SECTION 2.** The President shall be empowered to fill the delegation quota for the annual convention of the National PTA. In the event that the number of members desiring to attend the annual convention outnumbers the availability of delegates, the Board of Directors shall determine said delegates as determined by the Standing Rules.

**SECTION 3.** Michigan PTA will pay the expenses for the President-Elect to attend the National PTA annual convention, unless otherwise funded.

### # ARTICLE XXI - 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.

### ARTICLE XXII - AMENDMENTS

**SECTION 1.** These bylaws may be amended at an annual convention by a two-thirds (2/3) vote of those present and voting, provided the amendments have been approved by the Board of Directors and notice of proposed amendments have been made electronically and are available on the website for at least 30 days prior to the start of convention.

**#SECTION 2.** The adoption of an amendment to any provision of the Michigan PTA Bylaws identified by a number sign shall serve automatically and without requirement of further action by the PTA to amend correspondingly to these bylaws, and can be voted on by the membership.