

PLEASE NOTE: The Georgia PTA often receives requests from members for copies of the *state bylaws*. *Please be advised that these bylaws govern the state association and should not be confused with the local unit or council bylaws.*

BYLAWS OF THE GEORGIA PTA

**Amended
November 2020**



PTA Mission

To make every child's potential a reality by engaging and empowering families and communities to advocate for all children.

*Amended November 4, 2020 – 106th Annual State Convention
Purposes updated by National PTA 2/2016*

ARTICLE I: NAME

1. The name of this association is the Georgia Congress of Parents and Teachers, Inc. It is commonly known and will be referred to in these bylaws as the "Georgia PTA."

ARTICLE II: PURPOSES

2. **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.
3. **Section 2.** The purposes of the PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.
4. **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 "Internal Revenue Code").

ARTICLE III: BASIC POLICIES

5. The following are basic policies of the Georgia PTA, in common with those of National PTA:
 - a. The association shall be noncommercial, nonsectarian, and nonpartisan.
 - b. The association shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities;
 - c. The association shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
 - d. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof;
 - e. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code;
 - f. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one (1) or more nonprofit funds, foundations, or associations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of the National PTA; and
 - g. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

ARTICLE IV: CONSTITUENT ASSOCIATIONS

6. **Section 1.** The constituent associations of National PTA include:
 - a. Branches of National PTA that have been established in the 50 states of the United States, the District of Columbia, the U.S. Virgin Islands, Puerto Rico and among schools for American dependents in, Europe and the Pacific hereinafter called state PTAs;
 - b. Local PTAs (Parent Teacher Associations) or PTSAs (Parent Teacher Student Associations) organized under the authority of the state PTA in organized areas; and
 - c. Local PTAs/PTSAs organized under the direct authority of National PTA when there is no state PTA/PTSA.
7. **Section 2.** The national Board of Directors shall determine criteria for establishing constituent associations and setting standards for continuing affiliation with National PTA.
8. **Section 3.** There shall be no proxy voting by any constituent association of National PTA.
9. **Section 4.** The purposes and basic policies of National PTA shall in every case also be the purposes and basic policies of each constituent association.
10. **Section 5.** The articles of association of a constituent association include (a) the bylaws of such association and (b) articles of incorporation of such association (in cases in which the association is incorporated) or the articles of association by whatever name (in cases in which the association exists as an unincorporated association).
11. **Section 6.** Each constituent association shall adopt such bylaws for the government of the association as may be approved by the Georgia PTA. Such bylaws shall not be in conflict with the National PTA Bylaws or the bylaws of the state PTA.
12. **Section 7.** Each officer or board member of a constituent association shall be a member of a local PTA/PTSA within its area.

13. **Section 8.** A PTA member shall not serve as a voting member of a constituent association's board at the local, council or district level while serving as a paid employee of, or under contract to, that constituent association.
14. **Section 9.** Bylaws of each constituent association shall include a provision establishing a quorum.
15. **Section 10.** The members of the nominating committee for officers of a constituent association must be a member of that association and shall be elected by the general membership, except as provided for in Article VIII, Section 7 of these bylaws.
16. **Section 11.** The bylaws of all constituent associations shall prohibit voting by proxy.

ARTICLE V: STATE PTAs/PTSAs

17. **Section 1.** The Georgia PTA is a branch of the National PTA and exists for the purpose of accomplishing, at the state level, the purposes of the National PTA in accordance with its policies. Within the framework of the responsibility that it shares with the National PTA for the implementation of the purposes of the National PTA and its obligation to comply with the National PTA Bylaws, the Georgia PTA is a self-governing association with independent legal existence.
18. **Section 2.** The relationship of the Georgia PTA with the National PTA and its duties, obligations, and responsibilities are set forth in the National PTA Bylaws and in the charter that is issued by the National PTA to the Georgia PTA.
19. **Section 3.** The Georgia PTA shall adopt such bylaws and other articles of association as are in conformity with the National PTA Bylaws.
20. **Section 4.** The adoption of an amendment to any provision of the National PTA Bylaws shall serve automatically and without requirement of further action of the Georgia PTA to amend its corresponding bylaws. Notwithstanding the automatic character of the amending process, the Georgia PTA shall promptly incorporate such amendments in its bylaws.
21. **Section 5.** The bylaws of the Georgia PTA and all amendments or a revision hereto, adopted by the convention delegates, shall be submitted to National PTA.
22. **Section 6.** The Georgia PTA shall provide appropriate procedures for the association of local PTAs/PTSAs within Georgia to prescribe the form and content of the bylaws or other articles of association of such local PTAs/PTSAs.
23. **Section 7.** The Georgia PTA may create or establish subsidiary associations (district) within its area to facilitate the administration of the affairs of the Georgia PTA and for carrying out its programs and may prescribe the form and content of the bylaws or other articles of association of such districts.
24. **Section 8.** The Georgia 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 PTAs/PTSAs and may prescribe the form and content of the bylaws or other articles of association of such councils. The local PTAs/PTSAs that shall be eligible for membership and participation in the work of any council shall be determined by the Georgia PTA. Councils shall not legislate for local PTAs/PTSAs.
25. **Section 9.** 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 Georgia 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 association established by the National PTA for the area of the Georgia PTA;
 - b. To yield up all of the books and records and all of the assets and property of any Controlled Association and surrender them 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 association established by the National PTA for the area of such state PTA. A Controlled Association 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 percent of the association, power to appoint individuals to the governing body of the association representing more than fifty percent of the voting power, or ownership of more than fifty percent of the beneficial interests in the association. The state PTA shall cause the governing documents of the Controlled Association 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 association 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 Georgia PTA.
26. **Section 10.** The Georgia PTA is responsible for compliance by the local, council, and district PTAs within its area with the National PTA Bylaws and the bylaws of the state PTA. The provisions of the Georgia PTA Bylaws relating to the withdrawal of the charter of a local PTA/PTSA (and the termination of its status as a local PTA/PTSA) shall parallel the provisions of the National PTA Bylaws relation to the withdrawal by the National PTA of the charter of the Georgia PTA and the termination of the status of the Georgia PTA as a branch of the National PTA.
27. **Section 11.** The Georgia PTA shall comply with all criteria set forth in the National PTA Policy – Standards of Affiliation.
28. **Section 12.** The Georgia PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of local PTAs/PTSAs within its area, the national portion of membership dues collected by such local PTAs/PTSAs, the amounts of such dues received by the Georgia PTA, and the amounts of dues remitted to the National PTA. Such books of account and records, including those of controlled associations, shall at all reasonable times be open to inspection by an authorized representative of the National PTA.

ARTICLE VI: LOCAL PTAs/PTSAs

29. **Section 1.** Local PTAs/PTSAs shall be organized and chartered under the authority of Georgia PTA in the area in which the local PTA/PTSA functions, in conformity with such rules and regulations, not in conflict with the National PTA Bylaws, as Georgia PTA may in its bylaws prescribe. The Georgia PTA shall issue to each local PTA/PTSA in its area an appropriate charter evidencing the due association and good standing of the local PTA/PTSA. A local PTA/PTSA in good standing is one that:
 - a. Adheres to the purposes and basic policies of the PTA.
 - b. Adheres to the Georgia PTA Standards of Affiliation, as prescribed by the Georgia PTA Board of Directors, and

- c. Shall be a member in good standing with the affiliate council per Article XIV, Section 2 of Council Bylaws, if applicable.

30. **Section 2.** Each local association in good standing shall be entitled to be represented at the annual state convention by its president and one (1) other officer, or their alternates, and one (1) delegate for every fifty (50) paid members recorded in the state office on the statistical report generated as of the tenth (10th) day of March each year.
31. **Section 3.** Each local PTA/PTSA shall keep such permanent books of account and records:
 - a. Sufficient to establish the items of gross income, receipts, and disbursements of the association.
 - b. Specifically including the number of its members, the dues collected from its members and the amounts of dues remitted to the Georgia PTA; and
 - c. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Georgia PTA or by a duly authorized representative of the National PTA.
32. **Section 4.** The charter of a local PTA/PTSA shall be subject to withdrawal and the status of such association as a local PTA/PTSA shall be subject to termination, in the manner and under the circumstances provided by the bylaws of the Georgia PTA.
33. **Section 5.** Each local PTA/PTSA is obligated, upon withdrawal of its charter by the Georgia PTA:
 - a. To yield up and surrender all of its books and records and all of its assets and property to the Georgia PTA or to such agency as may be designated by the Georgia PTA or to another local PTA/PTSA organized under the authority of the Georgia PTA;
 - b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the Georgia PTA or status as a constituent association of the National PTA; and
 - c. To carry out promptly, under the supervision and direction of the Georgia PTA, all proceedings necessary or desirable for the purpose of dissolving such local PTA/PTSA.
34. **Section 6.** Each officer or board member of a local PTA/PTSA shall be a member of such local PTA/PTSA.
35. **Section 7.** The Georgia PTA may determine the membership year for the local PTAs/PTSAs within Georgia. Only members of a local PTA/PTSA who have paid dues for the current membership year may participate in the business of the local PTA/PTSA.
36. **Section 8.** Each local PTA/PTSA shall collect dues from its members and shall remit a portion of such dues to the Georgia PTA as provided in Article VII hereof.
37. **Section 9.** The Georgia PTA does not allow family memberships or tiered membership dues.
38. **Section 10.** Each local PTA/PTSA shall include in its bylaw's provisions corresponding to the provisions of the Georgia PTA Bylaws identified by a number symbol.
39. **Section 11.** The adoption of an amendment to any provision of these bylaws identified by a number symbol shall automatically amend the bylaws of the local PTAs/PTSAs to conform to the action taken by the state convention.
40. **Section 12.** Amendments to Bylaws:
 - a. Local PTA/PTSA bylaws may be amended at any regular meeting of the association by a two-thirds (2/3) vote of the members present and voting provided that notice of the proposed amendment shall have been given at least thirty (30) days prior to the meeting of the local unit and that the amendment shall be subject to approval of the Georgia PTA;
 - b. The amendment shall become effective upon receipt of approval from the Georgia PTA; and
 - c. In the event that a revised set of bylaws is required by the Georgia PTA and there are no changes in the local unit information stated in the current bylaws, the thirty (30) day waiting period is waived.
41. **Section 13.** The bylaws of each constituent association shall include an article stating the fiscal year.

ARTICLE VII: MEMBERSHIP AND DUES

42. **Section 1.** Every individual who is a member of a local PTA/PTSA is, by virtue of that fact, a member of the National PTA and of the Georgia PTA by which such local PTA/PTSA is chartered, and is entitled to all the benefits of such membership.
43. **Section 2.** Membership in each local PTA/PTSA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of the National PTA.
44. **Section 3.** Each local PTA/PTSA shall conduct an annual enrollment of members but may admit individuals to membership at any time.
45. **Section 4.** Each member of a local PTA/PTSA shall pay such annual dues to said association as may be prescribed by the association. The amount of such dues shall include the portion payable to the Georgia PTA - the "state portion" - and the portion payable to the National PTA -the "national portion."
46. **Section 5.** The national portion of each member's dues shall be two dollars, twenty-five cents (\$2.25) per annum.
47. **Section 6.** The amount of the state portion of each member's dues shall be determined by the Georgia PTA. The Georgia PTA portion of each member's dues shall be one dollar and fifty cents (\$1.50) per annum.
48. **Section 7.** The state and national portions of the dues paid by each member of a local PTA/PTSA shall be set aside by the local PTA/PTSA and remitted to the Georgia PTA through such channels and at such times as the state PTA bylaws may provide. Each state PTA shall pay to the National PTA the amount of the national portion of dues paid by all members of local PTAs/PTSAs in its area.

49. **Section 8.** The Georgia PTA shall make remittances, on a monthly basis, to the National PTA of the amounts due to the National PTA.
50. Each remittance shall be accompanied by a statement of the dues received by the Georgia PTA from all local PTAs/PTSAs within its area for the month covered by the report. Such statement shall show the name and location of each local PTA/PTSA, the amount paid by it to the Georgia PTA, and the number of members in each local PTA/PTSA.
51. **Section 9.** The Georgia Birney Butler PTA unit is a membership unit created by the Board of Directors. Dues amount shall include the National and State dues and the balance donated to the designated state PTA programs: Scholarships, Arts/Reflections and Founders' Day. Every member of the Birney Butler PTA unit is by virtue of that fact, a member of the National PTA and of the Georgia PTA, shall have voting rights and is entitled to all the benefits of such membership.

ARTICLE VIII: OFFICERS AND THEIR ELECTION

52. **Section 1.** The officers of the Georgia PTA shall be a president, president-elect, first vice president, second vice president, a secretary, and a treasurer.
53. **Section 2.** Except for the office of president, these officers shall be elected at the state convention in odd numbered years.
54. **Section 3.** The vote shall be conducted by ballot. When there is but one (1) candidate for an office, the ballot for that office may be dispensed with and election held by voice vote at the first general session. A majority vote shall be required for election.
55. When there are more than two (2) candidates for an office and a majority vote is not achieved on the first ballot, it is necessary to proceed to a second ballot. On the second ballot, a plurality vote shall be required for election. Plurality refers to the greatest number of votes obtained by any one candidate.
56. **Section 4.** The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Georgia PTA:
- a. Each officer shall be a member of a local PTA/PTSA chartered by the Georgia PTA.
 - b. No person is eligible for office who at the time of election, has not served, within the previous five (5) years, at least one full term, as a member of the Georgia PTA Board of Directors; a member of a Georgia PTA Standing Committee; or a member of the National PTA Board of Directors; or a member of a National PTA committee elected or otherwise;
 - c. Candidates for the office of treasurer must have evidenced experience in financial matters, preferably with volunteer service not limited to the council, district, state, or national level.
 - d. Candidates for the office of treasurer, with professional accounting experience would be exempt of eligibility requirements in Article VIII, Sect. 4, para. b. of these bylaws.
 - e. No officer may be eligible to serve more than one (1) full term in the same office.
 - f. A person who has served in an office for more than one-half (1/2) of a term shall be deemed to have served a full term in such office.
 - g. No person shall hold more than one (1) state PTA position simultaneously; and
 - h. Be a natural person who is 18 years of age or older. Georgia Code for Non-Profits § 14-3-802
57. **Section 5.** Each officer elected at an annual convention shall take office at the close of the election convention and shall serve for a term of two (2) years or until their successor is elected.
58. **Section 6.** Officers Vacancies:
- a. With the exception of the office of president and president-elect, a vacancy in any office may be filled by the Board of Directors as hereinafter provided for the unexpired term. The vote shall be by ballot if more than one candidate for an office is presented. If a ten (10) day notice of the election has been given to the members of the board, a majority vote shall elect otherwise a two-thirds (2/3) vote of the members present and voting shall be necessary for election; and
 - b. 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 (1/2) of a full term as president has been served. A vacancy in the office of president-elect shall be filled at the next convention by the voting body. In the interim, duties of the president-elect shall be delegated by the president.
59. **Section 7** There shall be a nominating committee consisting of five (5) members and two (2) alternates who shall be elected by ballot by the Board of Directors from its own body at the summer board meeting.
- a. Election shall be by plurality vote.
 - b. The committee shall serve a term of two (2) years.
 - c. No person shall be eligible to serve consecutive terms, or any portion thereof.
 - d. There shall be no more than two committee members from a district.
 - e. Vacancies occurring in the nominating committee shall be filled by the alternates in order of the number of votes received.
 - f. The committee shall meet to elect a chairperson and a vice-chairperson and shall report the results of such election prior to the close of the regular board meeting at which they were elected.
60. **Section 8.** The following shall govern the nominating committee:
- a. The chair of the nominating committee shall direct the state office to distribute nomination forms to the membership.
 - b. The nominating committee shall nominate a candidate for each office to be filled and shall send a report of these nominations to the president.
 - c. The chairperson of the nominating committee shall report the slate of officers to the Board of Directors by the Springboard meeting preceding the election convention.
 - d. The report of the nominating committee shall be included in the call to convention and posted to the Georgia PTA website. The presidents of councils and local units are responsible for informing their membership of the nominees.
 - e. The chair of the nominating committee shall report to the convention at its first general session, at which time additional nominations may be made from the floor as provided by Georgia PTA's Policy on Elections, as stipulated in the Georgia PTA Policies and Procedures;
 - f. The committee shall solicit nominations for chairs of standing committees presented by the President-Elect for the next term; and

- h. applicants for standing committee chairs for the next term to the President-Elect.

ARTICLE IX: DUTIES OF OFFICERS

61. Section 1. The President shall:

- a. Be the chief executive officer of the association.
- b. Sign and execute all bonds, stock certificates, mortgages, contracts, agreements, or other obligations in the name of the Georgia PTA as authorized by the Board of Directors.
- c. Preside at all annual conventions, meetings of the Board of Directors, the Executive Committee, and any other meetings of the Georgia PTA.
- d. Create and appoint special committees, as necessary.
- e. Appoint a parliamentarian who shall serve at meetings of the Executive Committee, Board of Directors, and convention meetings; the parliamentarian shall be a member of the National Association of Parliamentarians and shall be a non-voting member of the Executive Committee and Board of Directors;
- f. Serve as a member of the Board of Trustees
- g. Be a member ex-officio of all committees of the Board of Directors except the committee on nominations and the committee of elections.
- h. Approve all communications and materials to be distributed by board members in the scope of their PTA work.
- i. Coordinate the work of the officers and committees.
- j. Present a written report of the president's activities and a written itemized account of the president's expenses at each Board of Directors meeting; and
- k. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the Board of Directors or Executive Committee.

62. Section 2. The President-Elect shall:

- 63. Work under and in cooperation with the president and fulfill such other duties as may be assigned by the president.
- 64. Perform the duties of the president in the president's absence or inability to act.
- 65. Serve as a member of the Finance Committee.
- 66. Serve as a member of the Board of Trustees.
- 67. Negotiates convention contracts for the two (2) years he/she will serve as president. Once the contract is complete, it will be signed by the president.
- 68. Attend as a delegate, the National PTA Legislative Conference, and the National PTA Convention.
- 69. Present a written report of the president-elect's activities and a written itemized account of the president-elect's expenses at each Board of Directors meeting.
- 70. In an election year, at the second regular board meeting, present a list of additional committees for the next term to the Board of Directors and Nominating Committee. The President Elect shall determine the purpose, scope, and name of each additional standing committee.
- 71. In an election year present nomination for standing committee chairs, with recommendations, to the newly elected officers for approval after the Convention Leadership Training (CLT). Once approved, the President (formerly the President-Elect) will notify all committee chairs of their appointment.
- 72. Prepare a tentative two-year calendar to be presented no later than the board meeting preceding the election Convention Leadership Training (CLT).
- 73. Register signature on all Georgia PTA financial accounts; and
- 74. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, Board of Directors or Executive Committee.

75. Section 3. The First Vice President shall:

- a. Act as an aide to the president.
- b. Perform the duties of the president in the absence of the president and the president-elect or their inability to act; and
- c. Perform such duties as may be provided for by these bylaws prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the Executive Committee.

76. Section 4. The Second Vice President shall:

- a. Act as an aide to the president.
- b. Perform the duties of the president in the absence of the president, the president-elect, and the first vice president or their inability to act; and
- c. Perform such duties as may be provided for by these bylaws prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the Executive Committee.

77. Section 5. The Secretary shall:

- a. Keep an accurate account of all meetings.
- b. Send a copy of the minutes to the Georgia PTA state office.
- c. Be prepared to read the records, or any portion thereof, of any previous meetings.
- d. File all records in the state office; and
- e. Perform such duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the Executive Committee.

78. **Section 6.** The Treasurer shall:
- a. Maintain a full account of the funds of the Georgia PTA.
 - b. Cause to be kept a full and accurate account of the receipts and disbursements in books belonging to the Georgia PTA.
 - c. Countersign all checks with the president or an officer designated by the president.
 - d. Provide a written financial statement at each meeting of the general membership, Board of Directors and Executive Committee meeting or other times as required.
 - e. Present an annual report of the financial condition of the association to the body at the annual state convention.
 - f. Serve as chairperson of the Finance Committee.
 - g. Serve as chairperson of the Board of Trustees; and
 - h. Perform such duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, the Board of Directors, or the Executive Committee.

ARTICLE X: BOARD OF DIRECTORS

79. **Section 1.** The Board of Directors shall:
- a. Have the authority over the affairs of the Georgia PTA between annual conventions, except those specifically delegated to the Executive Committee, however, it cannot modify bylaws amendments and resolutions adopted by the convention body.
 - b. Adopt a budget at the beginning of each fiscal year covering estimated income and expenses of the Georgia PTA for the year; ~~and~~
 - c. Determine such office staff positions as may be needed to carry on the work of the Georgia PTA and shall fix the salaries of such positions; and
 - d. Amend Policies and Procedures with a two-thirds (2/3) vote by the members present of the Board of Directors.
80. **Section 2.** Each board member shall:
- a. Be a member of a local PTA/PTSA chartered by the Georgia PTA.
 - b. Not hold more than one (1) state PTA position simultaneously.
 - c. Not serve simultaneously as a council or local unit president; and
 - d. Be a natural person who is 18 years of age or older.
81. **Section 3.** The members of the board shall be: All elected officers; District directors (ex-officio); Immediate past president of the Georgia PTA (ex-officio); Chairpersons of standing committees; Advisor(s) appointed by the President (up to three nonvoting members); and Appointed parliamentarian.
82. **Section 4.** After serving one (1) term as the immediate past president, all past presidents shall be eligible to serve on the Georgia PTA Board of Directors in any capacity, except as an officer of the Georgia PTA.
83. **Section 5.** A member shall not serve simultaneously as a voting member of the Board of Directors while serving as a paid employee of the Georgia PTA.
84. **Section 6.** If a member of the Board of Directors shall at any time cease to meet the qualifications or fulfill the duties of the position, as specified in these bylaws and the Georgia PTA Policies and Procedures, that person may be removed from the board by resolution adopted by a two-thirds (2/3) vote of the Board of Directors.
85. **Section 7.** Regular meetings of the board shall be held four (4) times each year, unless otherwise provided by the Board of Directors.
86. **Section 8.** Notice of time and place of each regular meeting shall be given at least thirty (30) days prior to the meeting. Ten (10) days' notice shall be given of a change of date.
87. **Section 9.** Special meetings of the board may be called by the president or upon the written request of nine (9) members of this board. Five (5) days' notice shall be given, with time and date set by the president, not to exceed ten (10) calendar days following receipt of the request.
88. **Section 10.** At all meetings of the board, a majority of the members of the board shall constitute a quorum for the transaction of business.
89. **Section 11.** Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the board, they 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, funds, books, and other materials pertaining to the position shall be relinquished to the president within fourteen (14) days.
90. **Section 12.** The Board of Directors shall have authority to make any necessary readjustments in district boundaries.
91. **Section 13.** Georgia PTA board members may serve in any elected non-partisan or appointed non-partisan position while serving as a Georgia PTA board member.
92. **Section 14.** Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, Board of Directors or Executive Committee.

ARTICLE XI: EXECUTIVE COMMITTEE

93. **Section 1.** There shall be an Executive Committee of the Georgia PTA, the members of which shall be:
- a. All elected officers.
 - b. Chairperson of district director's conference.
 - c. Chairperson of committee chairperson's conference; and
 - d. Appointed parliamentarian.
94. **Section 2.** The Executive Committee shall meet, at a minimum, in conjunction with the regular meetings of the Board of Directors, and in accordance with the calendar approved by the Board of Directors.
95. **Section 3.** Special meetings of the Executive Committee may be called by the president or upon written request of three (3) members with five (5) days' notice to each member of the Executive Committee, with time and date set by the president, not to exceed ten (10) calendar days following receipt of the request.
96. **Section 4.** A majority shall constitute a quorum for the transaction of business.
97. **Section 5.** The Executive Committee shall:
- a. Transact business referred to it by the board.
 - b. Perform the duties of the Board of Directors between meetings of the board, provided no action conflicts with that of the board; meetings may be by conference call or a meeting of the body to conduct the business of the association;
 - c. Act in emergencies between meetings of the Board of Directors.
 - d. Make recommendations to the board on matters of policy and administration, including those concerning cooperation with other associations.
 - e. Receive plans of work from committee chairs and district directors and approve them before their use is authorized; and
 - f. Approve a certified public accountant to audit the books of the Georgia PTA.

ARTICLE XII: STANDING COMMITTEES

98. **Section 1.** Such standing committees may be created by the Board of Directors as shall be found necessary to carry on the work of this association. Standing committees shall include, but not be limited to, Bylaws, Legislative, Membership, Family Engagement, Finance, Governance Structure, and Reflections.
99. **Section 2.** The incoming officers shall elect the standing committee chairs. The term for standing committee chairperson shall begin upon their election and end at the close of the next election convention.
100. **Section 3.** The following provisions shall govern the qualifications and eligibility of persons to be state standing committee chairpersons:
- a. Only a member of a local PTA/PTSA within Georgia shall be eligible to serve.
 - b. No person shall serve more than two (2) consecutive full terms in the same position with the exception of the Legislative Chair who may serve three full terms.
 - c. A person who has served more than one-half (1/2) term shall be credited with having served a complete term; and
 - d. Only those persons who have given their consent to serve, if elected, shall be nominated.
101. **Section 4.** Duties of the standing committee chairpersons shall be:
- a. To submit a plan of work to the Executive Committee; and
 - b. To carry out the plans of work of their committee as approved by the Executive Committee.
102. **Section 5.** Standing Committee vacancies:
- a. If a vacancy occurs in a chairpersonship, the duties may be performed by a member of the board appointed by the president until the vacancy is filled as provided in these bylaws; and
 - b. A vacancy in a standing committee chairpersonship may be filled at any board meeting provided ten (10) days' notice has been given. If notice has not been given, the Board of Directors shall elect a committee of three members, no two from the same district, to submit nominations to fill the vacancy at their first meeting after the vacancy occurs. Voting for the nominees shall be by ballot if there is more than one nominee. The nominee receiving the majority of the votes cast shall be elected.

ARTICLE XIII: DISTRICTS

103. **Section 1.** The state shall be divided into districts, the number and boundaries determined by the Board of Directors. All members of local PTAs/PTSAs within the boundaries of each district shall constitute the district membership.
104. **Section 2.** A district shall operate under the Georgia PTA Bylaws and district standing rules reviewed by the Georgia PTA bylaws committee and approved by the Board of Directors.
105. **Section 3.** A district may not legislate for local PTAs/PTSAs or councils.
106. **Section 4.** The district directors shall promote the work of the Georgia PTA in their respective districts and shall hold district conferences as required in the district standing rules, preferably in the fall and spring.
107. **Section 5.** In order to be eligible to serve as a district officer, you must reside and be a member of a local PTA/PTSA within the district. A district director shall have served at least one term as a local unit officer or council officer, prior to being elected or appointed.
108. **Section 6.** The following rules shall govern the election of district directors:
- a. The members of each PTA district shall elect a district director at its Spring conference. The term shall begin at the close of convention.
 - b. District directors shall be elected for a two-year (2) term. They shall be ineligible to serve for more than two (2) terms and shall serve only one year as an appointed director; and
 - c. If a vacancy should occur and cannot be filled according to the district standing rules, the president shall have the authority to appoint a district director for a period not to exceed one (1) year.

ARTICLE XIV: COUNCILS

109. **Section 1.** Councils shall be composed of three (3) or more PTA/PTSA units organized in cities, counties, or communities for the purpose of conference and cooperation in matters of common interests
- Only PTAs/PTSAs in good standing with Georgia PTA shall be members of a council.
 - Only PTAs/PTSAs in good standing shall have the right to make motions, debate, and vote.
 - Each council shall be governed by bylaws approved by the Georgia PTA.
- A council in good standing is one that:**
- Adheres to the purposes and basic policies of the PTA.
 - Adheres to the Georgia PTA Standards of Affiliation, as prescribed by the Georgia PTA Board of Directors, and,
 - Has bylaws approved according to the procedures of Georgia PTA; Is incorporated.
110. **Section 2.** Each council in good standing shall be entitled to be represented at the annual state convention by its president and one (1) other officer, or their alternates, and one (1) additional delegate for each ten (10) local units or major fraction thereof in council membership, the delegates to be elected by the Executive Committee or in open session.
111. **Section 3.** The bylaws of each council shall include an article stating the fiscal year.
112. **Section 4.** Each council shall include in its bylaw's provisions corresponding to the provisions of such of the National PTA Bylaws.
113. **Section 5.** Each council shall include in its bylaw's provisions corresponding to the provisions of the Georgia PTA Bylaws identified by a number symbol.
114. **Section 6.** The adoption of an amendment to any provisions of these bylaws identified by a number symbol shall automatically amend the bylaws of the council to conform to the action taken by the state convention.
115. **Section 7.** Amendments to bylaws:
- Council bylaws may be amended at any regular meeting of the council by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least thirty (30) days prior to the meeting of the council and that the amendment shall be subject to approval of the Georgia PTA;
 - The amendment shall become effective upon receipt of approval from the Georgia PTA; and
 - In the event that a revised set of bylaws is required by the Georgia PTA and there are no changes in the council information stated in the current bylaws, the thirty (30) day waiting period is waived.

ARTICLE XV: STATE AND LOCAL RELATIONSHIPS

116. **Section 1.** The Georgia PTA is responsible for compliance by the local PTAs/PTSAs and councils within its area with the National PTA Bylaws, Georgia PTA Bylaws, and their own bylaws.
117. **Section 2.** The Executive Committee shall be the committee on state and local relationships:
- The Executive Committee shall review any alleged violations by local PTAs/PTSAs or councils of the National PTA Bylaws, of these bylaws, or their own bylaws or other practices or activities of local PTAs/PTSAs and councils that may tend to affect the Purposes and Basic Policies of the Georgia PTA or the National PTA. The Executive Committee shall report its recommendations to the Board of Directors; and
 - The Board of Directors shall give due consideration to the report of the Executive Committee and shall accord the local PTA/PTSA or council an opportunity to be heard and to respond. If, upon such consideration, the Board of Directors finds a violation by the local PTA/PTSA or council, it shall by two-thirds (2/3) vote, require the local PTA/PTSA or council to take appropriate action within a time stipulated by the Board of Directors. If the local PTA/PTSA or council fails to comply with the recommended actions, the Board of Directors may withdraw its status as a unit of the Georgia PTA and the National PTA.

ARTICLE XVI: STATE CONVENTION

118. **Section 1.** The Georgia PTA shall meet in annual convention at a time and place designated by the Board of Directors. A notice of the convention shall be sent by the state office at the direction of the president to each member of the Board of Directors and to each local unit and council president at least forty-five (45) days prior to convention.
119. **Section 2.** The annual convention shall be the governing body of the Georgia PTA in all matters not previously determined by official action of the National PTA.
120. **Section 3.** Representation at state convention:
- Each local association in good standing* shall be entitled to be represented at the annual state convention by its president and one (1) other officer, or their alternates, and one (1) delegate for every fifty (50) paid members recorded in the state office as of the tenth (10th) day of April each year;
 - Newly chartered and reinstated local associations which have come into membership with Georgia PTA after the tenth (10th) day of April, shall be entitled to the same ratio of representation as other local associations.
 - Each council in good standing* shall be entitled to be represented at the annual state convention by its president and one (1) other officer, or their alternates, and one (1) delegate for each ten (10) local units in good standing with the Georgia PTA or major fraction thereof in council membership, the delegates and alternates to be elected by the Executive Committee or in open session.
121. **Section 4.** The annual convention shall be open to all members of the Georgia PTA and visitors upon payment of the required registration fee, which shall be determined by the Board of Directors, but the privilege of making motions, debating, and voting shall be limited to members of the Board of Directors, past presidents of the Georgia PTA, presidents of councils and one (1) other officer, or their alternates, to be elected by the Executive Committee or in open session, presidents and one (1) other officer of local units or their alternates, and accredited delegates from councils and local PTA/PTSA units. A voting member shall have but one (1) vote.

122. **Section 5.** One hundred (100) voting members present at any regular convention, representing a majority of the districts, shall constitute a quorum.

***Footnote: For an explanation of local association "In Good Standing", please reference ARTICLE VI, Section 1.**

***For an explanation of council "In Good Standing", please reference ARTICLE XIV, Section 1.**

ARTICLE XVII: CANCELLATION OF CONVENTION

123. **Section 1.** In the event of a state or national emergency, such as war, epidemic, or disaster, the convention may be cancelled. If cancelled in an election year, current officers would continue to serve until the emergency is past and a convention can be held.

ARTICLE XVIII: NATIONAL CONVENTION

124. **Section 1.** The Georgia PTA shall be entitled to accredit to the annual convention as its delegates:
- a. The president of the Georgia PTA; and
 - b. One additional delegate from among the members of the state PTA for each one thousand members, or major fraction thereof, of the Georgia PTA, as shown on the books of the treasurer of the National PTA as of March 31 preceding the annual convention.
125. **Section 2.** Delegates and their alternates receiving state PTA funds to attend a National PTA convention shall be selected by the president and approved by the Board of Directors at a regular board meeting.
126. **Section 3.** In the event of the absence of the president of the Georgia PTA at the convention of the National PTA, the Georgia PTA shall be represented by the president-elect.

ARTICLE XIX: STATE OFFICE

127. **Section 1.** There shall be an established state office.
128. **Section 2.** The state office shall be under the general supervision of the president of the Georgia PTA. The Board of Directors may determine such positions as may be needed to carry on the work of the Georgia PTA and shall fix the salaries of such positions.
129. All office employees shall work under the direction of the Office Manager.

ARTICLE XX: ENDOWMENT FUND

130. **Section 1.** The Georgia PTA shall maintain an endowment fund, known as the Alice McLellan Birney Endowment Fund, which is held and administered separately from the funds of the Georgia Congress of Parents and Teachers, Inc. The administration of the Alice McLellan Birney Endowment Fund (hereinafter referred to as "the Endowment Fund") shall be under the direction of a Board of Trustees to be invested as the trustees are allowed according to the Investment Policy approved by the Board of Directors.
131. **Section 2.** The purpose of the Alice McLellan Birney Endowment Fund shall be to:
- a. Provide for capital repairs or improvements to the physical building of Georgia PTA.
 - b. Provide for furniture, fixtures, and equipment for the physical building(s)/office(s) of Georgia PTA; and
 - c. Cover costs associated with expenses of having a Georgia PTA office, as budgeted.
132. **Section 3.** The Board of Trustees shall be composed of seven (7) trustees. The Board of Directors shall govern the selection, vacancies, and removal of the seven (7) trustees of the Endowment Fund.
- a. One (1) of the trustees shall be the treasurer of the Georgia PTA, who shall serve as chairperson of the Board of Trustees.
 - b. Two (2) additional trustees who shall be known as Director Trustees shall be elected by the Board of Directors from among its members for a two (2) year term at the first regular board meeting following the election convention. Director Trustees shall serve only as long as they are members of the Board of Directors and may not serve more than two (2) terms;
 - c. Two (2) of the trustees shall be known as PTA Member Trustees and must be members of the Georgia PTA but not members of the Board of Directors of the Georgia PTA. Member Trustees shall be elected for a two (2) year term following the election convention;
 - d. The president of the Georgia PTA shall serve as a member of the Board of Trustees.
 - e. The president-elect of the Georgia PTA shall serve as a member of the Board of Trustees.
 - f. Any trustee may be removed at any time for just cause by a two-thirds (2/3) vote of the Georgia PTA Board of Directors; and
 - g. The Georgia PTA Board of Directors shall fill any vacancy occurring in the Board of Trustees.
133. **Section 4.** The corpus of the Endowment Fund shall be set at a minimum of \$100,000, leaving the earnings as operating capital. However, upon a majority vote of the Board of Trustees and the Board of Directors, the minimum amount of the corpus may be changed:
- a. The operating capital is available to the Georgia PTA to maintain a state office, subject to the budget presented by the Finance Committee, reviewed by the Board of Trustees, and approved by the Board of Directors to ensure capital can support expenses;
 - b. The title of any property owned shall be vested in the Georgia Congress of Parents and Teachers, Inc.; and
 - c. A complete report of the Endowment Fund, including investments and expenditures, shall be given at each official meeting of the Board of Directors, and an annual report shall be given at the state convention.
134. **Section 5.** In the event it becomes necessary or desirable to buy or sell any real property on the behalf of the Georgia PTA, the Board of Directors will have the authority to take the necessary action with the approval of the Board of Trustees. The funds from the sale of any real property shall then be made a part of the Endowment Fund.
135. **Section 6.** Local unit PTAs/PTSAs, councils, districts or individuals may make donations in any amount to the Endowment Fund.
136. **Section 7.** Local unit PTAs/PTSAs, councils, districts or individuals may honor an individual with a Georgia PTA Founders Certificate upon payment of one hundred (\$100.00) to the Endowment Fund.

137. Section 8. Local unit PTAs/PTSAs, councils, districts or individuals may honor an individual with an Honorary Georgia PTA Life Achievement Award upon payment of twenty-five (\$25.00) to the Endowment Fund.
138. Section 9. Local unit PTAs/PTSAs, councils, districts or individuals may honor the memory of a deceased member who has made significant contributions to PTA by contributing twenty-five (\$25.00) to the Endowment Fund as a memorial.

Article XXI: FISCAL YEAR

139. The fiscal year of the Georgia PTA shall begin on July 1 and end on the following June 30.

ARTICLE XXII: Electronic Meetings and Communication

140. **Section 1.** Meetings: The Georgia PTA Board of Directors, Executive Committee and all other committees and subcommittees shall be authorized to meet and conduct business, including voting, by conference call, teleconference or other electronic communications media, as permitted by applicable law. Votes cannot be cast by email.

Section 2. Communication: Unless members indicate otherwise to Georgia PTA State Office, all communication required by these bylaws, including meeting notices, may be sent electronically unless otherwise specified in these bylaws.

ARTICLE XXIII: PARLIAMENTARY AUTHORITY

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

ARTICLE XXIV: AMENDMENTS

142. **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 has been provided to constituent associations forty-five (45) days prior to the opening of convention.
143. **Section 2.** The adoption of an amendment to any provision of the National PTA Bylaws shall serve automatically and without the requirement of further action by the Georgia PTA to amend their corresponding bylaws. State PTAs shall promptly incorporate such amendments in their respective bylaws.
144. **Section 3.** The adoption of an amendment to any provision of these bylaws identified by a number symbol (#) shall serve automatically to amend the bylaws of the local units and councils to conform to the action taken by the state convention.
145. **Section 4.** The Executive Committee or the Board of Directors by a majority vote may authorize the committee on bylaws to submit a revised set of bylaws as a substitute for the existing bylaws.
146. **Section 5.** Amendments or a revision of the Georgia PTA Bylaws shall be submitted to the National PTA within fifteen (15) days following the annual convention at which they are amended.
147. **Section 6.** Updated bylaws shall be posted on the Georgia PTA website, and/or by other electronic means as the Board of Directors may designate, within thirty (30) days following the annual convention at which they are amended.

APPENDIX

Key to the number symbol

148. Number Symbol (#) Required by Georgia PTA Bylaws to be included in local and council PTA bylaws and may not be amended or revised.