

PROPOSED BYLAW AMENDMENT 2015

1. Article III: Basic Policy

[Section f]

Old Wording: Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

New wording: Notwithstanding any other provision of these Articles to contrary, in no event shall a local unit carry on any other activities using the PTA name, logo or tagline, which are 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.

[Section g]

Old wording: Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

New wording: Upon the dissolution of a local unit PTA unit in Delaware, after paying or adequately providing for the debts and obligations of the unit, the remaining financial assets shall be turned over to the Delaware PTA. The Executive Committee will set aside the funds for possible reinstatement of the dissolving unit. If said unit is not reinstated as a PTA unit within 18 months of the date of dissolution, the Delaware PTA Executive Committee may use the funds for the benefit of the remaining PTA units in the same region that the dissolved PTA unit was located in. The dissolving PTA unit will also file a final 990 with the IRS, marked as final, and provide the state association with proof of filing. All additional assets and materials shall be turned over to the state association.

In compliance with the State of Delaware Non Profit laws, dissolving units are required

- To contact current accounts associated with this EIN must be closed immediately. This includes accounts with other organizations such as Box Tops, General Mills, Target, Kohl's, etc. that make use of the PTA name or EIN number.
- Per IRS requirements, file a final 990-N form. Per IRS instructions, be sure to answer "YES" to the question "Has your organization terminated or gone out of business?" You must include a completed Schedule N (*Liquidation, Termination, Dissolution, or Significant Disposition of Assets*), as well as copies of your certificate of dissolution, resolution to dissolve, and plan of distribution. The Delaware Division of Corporations can provide all necessary state tax forms for completion.

- The directors must file a certificate of dissolution with Delaware's Secretary of State in accordance with Section 275 of the DGCL. The certificate must state the name of the corporation, the date the dissolution was authorized, and the names and addresses of all directors. The certificate should also confirm that all members, if applicable, have agreed to the dissolution.
- The new parent group may be subject to taxation on all revenue/income unless and until you apply for your own EIN with the IRS.
- All remaining physical assets, such as equipment or supplies, will need to be turned over to a Delaware PTA, as is required by State Law as directed by the Delaware PTA Uniform Bylaws for Local Units which contain specific instructions on the disbursement of any assets of a local PTA at the time it is dissolved.
- PTA® is a registered service mark of the National PTA, registration number 808987, issued May 24, 1966. This registration issued by the federal government may not be used by organizations that are not affiliated with the National Congress of Parents and Teachers or the Delaware PTA. We must ask that you cease using the PTA name and or logo immediately on any of your organization materials or websites affiliated with your group.

Rational: This amendment clarifies existing language in the Delaware PTA bylaws with regards to the dissolution of a local unit and the management and distribution of financial assets. This amendment is in alignment with National PTA bylaws.

2. Article III: Basic Policies

Add new [Section h]: Theft and fraud in a local unit: Theft in a local unit is defined as the intentional misuse, misappropriation and/or mismanagement of local unit funds that result in personal financial gain. Fraud is also defined as the intentional misrepresentation, wrongful or criminal deception intended to result in personal or financial gain. Under-reporting membership is an example of fraud.

Upon notification of confirmed or suspected theft or fraud in a local unit, Delaware PTA will provide information and guidance ensure proper steps are taken to:

- Report theft/fraud to the local authorities
- Report theft/fraud to applicable insurance company
- Provide additional training and guidance to the local unit on treasury and other management issues.
- Upon request of the local unit, assist with PR in the school and school community
- Provide local unit with guidance on obtaining an independent audit

3. Article IX -Officers:

[Section 1] insert “VP for Children at Risk”

Rational: VP for Children at Risk was created for the need for a person who has knowledge of the legislative issues and concerns of parents with exceptional children.

4. Article X – Elections:

[Section 1a] - insert VP for Children at Risk (*if Article IX, Section 1 passes*)

Insert New [Section 2c] – Region VPs must reside in the district they represent.

Rational: Region VP would be more familiar with the local units and the administration

[Section 4]

Old wording: The petition is valid provided, a copy is mailed to each member of the Board of Managers and the original filed with the nominating committee at least (1) month in advance of the annual convention.

New wording: The petition is valid providing, an electronic copy filed with the Nominating Committee, the Delaware PTA Executive Board and a copy is sent to the PTA Office via US mail at least (1) month in advance of the annual convention.

Rational: It is unnecessary to contact each member of the Board of Manager since all petitions are available prior to voting at convention

Insert New [Section 7]

If at the annual state convention, there are open positions up for election, in which no candidates have been listed on the slate of candidates, the President shall open the positions and accept nominations from the floor.

Rational: A person may decide to seek an office after the advance notice expired.

5. Article VIII: Governance:

Section 2(Old wording) There shall be a Board of Managers composed of:

- a. State officers
- b. Immediate Past President
- c. Chairmen of the standing committees
- d. Presidents of the councils and
- e. Presidents of all Local units or their duly appointed alternates

Section 2 (New wording) There shall be a Board of Managers composed of:

- a. State officers
- b. Immediate Past President
- c. Chairmen of the **Delaware PTA State** standing committees
- d. Presidents of the councils
- e. Presidents of all local units or their duly appointed alternates (**with one vote per unit**)

f. **Delaware VIP Members**

Rational: Current language is ambiguous in regards to the role of Delaware VIP members, and is not specific regarding chairman of standing committees. Adding section f, Delaware VIP members to the Board of Managers recognizes the group as part of the voting body. Adding clarifying language to section c distinguishes between chairmen of state standing committees versus chairman of local standing committees. Adding language to section e, clarifies how many votes each local PTA has.

[Section 5] Remove the entire Section

Rational: The Board of Managers is not aware of the problems in the functioning and infraction of the rules of the Executive Board.

6. Article XI – Duties of officers

New [Section 8] Duties of VP for Children at Risk:

- a. Provide oversight to the Exceptional Child committee and such other committees for at risk children as the President may designate.
- b. Be responsible for reviewing policies and activities for at Risk Children:
 - Review and make recommendation to the Board on Federal regulations and programs for at Risk Children including IDEA, ADA/504, Title 1/ESEA, McKinney Vento, etc.
 - Review and make recommendation to the Board on State and local legislation regulation, policy and guidance etc., primarily impacting at Risk Children.
 - Review and make recommendations to the Board in collaboration and coordination with the Family Engagement Chair, on engaging families with at risk children, and others who wish to assist these children and implement such approved recommendations.
 - Coordinate and collaborate with the Vice President of Advocacy to ensure that broader efforts include consideration of the needs of at Risk Children.
 - Such other duties as may be assigned by the President in relationship to at Risk Children.

7. Article XII – Executive Committee/Executive Board

[Section 1a] insert VP for Children at Risk and Bylaws Chair. Insert after Region VP “which the President shall appoint”

Rational: Bylaw chair can supply the Executive Committee with the proper procedures. Appointment by the President clarifies which Region VP will sit on the Executive committee.

[New Section 4]

The executive committee member shall participate in at least 4 executive committee meeting and 3 executive board meeting. The Executive Board members shall participate in at least 2 Executive Board meeting. Notice will be given by the Secretary to the people not in compliance.

Rational: As committee /board members they should be aware of the work Delaware PTA is doing. This is also in alignment with Delaware and National PTA’s mission of duty to loyalty.

8. Article XII – Executive Committee:

New [Section 1e]

The Executive Committee may remove any appointed or elected member of its body by a two-thirds vote whenever in its judgement the best interest of the Delaware PTA will be served, as outlined in the Standing Rules.

Rational: This gives the Executive Committee the opportunity to respond to internal violations and/or infractions in a timely manner.

[New Section 5]

Three (3) at-large members, representing each county in Delaware, shall be appointed by the president and confirmed by the Board of Directors at the post-convention Board meeting in the odd numbered years. They shall be appointed in order to bring a particular knowledge base, skill set, or diversity to the board. They shall serve a term of two (2) years. The President may reappoint the sitting Member at Large if a successor has not been identified. They shall assume office after their confirmation by the Board of Directors. A quorum of the board of directors shall be a majority of the members of the board then in office. In the event of a vacancy for an at-large member, the balance of the term shall be filled by appointment by the President and confirmed by the Executive Committee at its next regular meeting.

Rational: Adding the position for **Member at Large** allows Delaware PTA to increase the diversity of the board by including representation from each of the three counties in Delaware. This also ensures that each county is represented in the activities and decisions of Delaware PTA. The language in this amendment is in alignment with the National PTA bylaws.

Local Unit bylaws

With the adoption of *Article III, Sections f & g* the Local unit template will be updated. With the adoption of *Article XII, Section 1e* the following will be inserted into Standing Rules.

Removal of appointed or elected members

A person shall be considered for removal if they:

- a. Have not adhered to the Commitment Form or the Delaware PTA bylaws
- b. Have acted inappropriately when representing the Delaware PTA
- c. Have spoken inappropriately when representing the Delaware PTA.

After the affirmative vote of two-thirds (2/3) vote recommending that the appointed or elected member be removed from office or chair, the Executive Committee will:

- a. Give the officer/chair fifteen days written notice of the hearing to remove them from office
- b. The written notice shall contain the reasons for the proposed removal and shall be mailed by certified mail, return receipt requested, to the address of the person shown on the associations record;
- c. At the hearing, the officer/chair must be given an opportunity to address the Executive Committee, either orally or in writing;
- d. Not more than five (5) days following the hearing, the Executive Committee shall convene and vote whether the officer/chair will be removed from office.
- e. A two-thirds (2/3) vote of the Executive Committee shall be sufficient to remove the officer from office;
- f. The final vote shall be recorded in the Executive Committee minutes and shall specify the number in favor or and against such removal