BYLAWS OF THE
DELAWARE CONGRESS OF PARENTS & TEACHERS INC.

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ARTICLE I: NAME

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

ARTICLE II: PURPOSES

Section 1. The purposes of the Delaware PTA are:

a. To promote the welfare of children and youth in home, school, places of worship, and throughout the community;

b. To raise the standards of home life;

c. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;

d. To promote the collaboration and engagement of families and educators in the education of children and youth;

e. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and

f. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

Section 2. The purposes of the PTA are promoted through advocacy and educational programs directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3. The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code").

Section 4. The association shall be noncommercial, nonsectarian, and nonpartisan.

ARTICLE III: GOVERNANCE

Section 1. Governance Structure

a. The voting members at the annual convention/meeting of the Delaware PTA shall be the governing body of Delaware PTA.
b. The Board of Directors shall at board meetings govern Delaware PTA between annual conventions/meetings, but may not override any lawful action of the voting members at the annual convention/meeting except as expressly provided in these bylaws.
c. An Executive Committee the Board of Directors may make decisions, on behalf of the Board of Directors, between Board meetings when such actions must occur before a regular or special meeting of the Board of Directors could be held, and when such actions are necessary to preserve the mission, finances or compliance of Delaware PTA. All actions of the Executive Committee must be affirmed at the next Board of Directors meeting to continue to be considered board actions.
d. The officers of the Delaware PTA shall carry out the governance decisions enacted in the above section in accordance with the bylaws and other rules established under the authority of the bylaws.

Section 2. **Delaware PTA Convention/Meeting**

a. The Delaware PTA shall hold an annual convention/meeting, the time and place to be determined by the Board of Directors. The President shall appoint a Convention/Meeting Chair who shall select a committee, with approval of the President, to plan and stage the annual convention/meeting.
b. The accredited delegates who are the voting body to the annual convention/meeting shall be:
    - The President of each local unit, or their alternate.
    - No more than one (1) delegate for each twenty (20) members of each local unit in good standing as shown on the books of the Delaware PTA,
    - The Officers of the Delaware PTA,
    - Chairs of Delaware PTA standing committees,
    - Chairs of Delaware PTA special committees.
    - VIP members
c. Each accredited delegate shall be entitled to one (1) vote on any matter coming before the Convention/Meeting. No vote shall be cast by proxy.
d. The Board of Directors shall determine whether the convention/meeting will be held in person or virtually.

Section 3. Convention/meeting rules shall be proposed by the Board of Directors. Such rules shall be amended and adopted by the voting body of the convention/meeting at the beginning of the annual convention/meeting.

Section 4. The following powers shall solely reside with the voting body:

a. To determine convention/meeting rules
b. To set the amount of Delaware portion of PTA Dues
c. To adopt annual legislative priorities
d. To amend the bylaws of the Delaware PTA
e. To elect the officers of the Delaware PTA

Section 5. Board of Directors

a. Shall be composed of the Delaware PTA officers and chairs of standing committees.
b. The Board of Directors shall have the power and the responsibility to:
    i. Implement and follow these bylaws and other such duties as required by law;
    ii. Remove any appointed or elected member of its body by a two-thirds (2/3) vote of all board members whenever, in the Board's judgment, the best interest of the Delaware PTA will be served;
    iii. Carry out the policies and priorities as established by the voting body at the annual convention/meeting;
    iv. Transact the administrative business of the Delaware PTA;
    v. Approve by a majority vote appointments by the President;
    vi. Affirm the President-Elect as Acting President if the President's position becomes vacant.
    vii. Appoint an auditing body.
    viii. Establish such standing rules and policies as are necessary for the efficient operation of the Delaware PTA.
    ix. There shall be at least four (4) meetings of the Board of Directors between annual conventions/meetings. These may be in person, virtual and/or via teleconference or a combination thereof. The President shall call regular meetings and such special other meetings as deemed necessary by the President or at the request of not less than 1/2 of the board members. One-half (1/2) plus one (1) of the membership board shall constitute a quorum.

Section 6. **Executive Committee of the Board of Directors**

a. Shall be composed of the President, President-Elect, Secretary, Treasurer, Vice President of Advocacy, Vice President of Membership, and Vice President of Regions.
b. Make decisions, on behalf of the Board of Directors, in-between board meetings when such actions must occur before a regular or special meeting of the Board of Directors could be held, and the actions are necessary to preserve the mission, finances or compliance of Delaware PTA
c. A majority constitutes a quorum.
d. The Executive Committee shall meet at the request of the President.

ARTICLE IV: STATE PTAs/PTSAs

Section 1. The Delaware 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 Delaware PTA is a self-governing association with independent legal existence.

Section 2. The relationship of the Delaware 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 Delaware PTA.

Section 3. The Delaware PTA shall adopt such bylaws and other articles of organization as are in conformity with the National PTA Bylaws.

Section 4. The Delaware PTA shall provide appropriate procedures for the association of local PTAs within its area.

Section 5. The Delaware PTA may create or establish subsidiary associations (districts or regions) within its area to facilitate the administration of the affairs of the Delaware 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. In the event of surrender or withdrawal of its charter by the National PTA, the Delaware PTA:

a. Is obligated to, after paying or adequately providing for the debts and obligations of the association, distribute to National PTA its financial holdings, property, all records and all remaining assets in order to establish a new entity to service the state membership;

b. Immediately upon receipt of Notice of Revocation from National PTA, shall

1. be deemed to have relinquished its status as a state constituent association;
2. cease to identify itself as affiliated with PTA;
3. cease all use of the PTA Trademarks;
4. distribute all remaining assets to National PTA, which may be used to establish a new entity or governance model to provide service to the constituents and members within the state; and
5. take such other steps as directed by the National PTA.

Section 7. The Delaware PTA is responsible for compliance by the local, council, or district or region PTAs within its area with the National PTA Bylaws and the bylaws of the state PTA. The provisions of the Delaware PTA bylaws relating to the withdrawal of the charter of a local PTA (and the termination of its status as a local PTA) shall parallel the provisions of the National PTA Bylaws relating to the withdrawal by the National PTA of the charter of the Delaware PTA and the termination of the status of the Delaware PTA as a branch of the National PTA.

Section 8. The Delaware 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 within its area, the national portion of membership dues collected by such local PTAs, the amounts of such dues received by the Delaware PTA, and the amount of dues remitted to the National PTA.

ARTICLE V: LOCAL PTAs/PTSAs

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

Section 2. A local PTA shall be determined to be in good standing as per the provisions specified in the Delaware PTA Policies and Procedures.

Section 3. Each local PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Delaware PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Delaware PTA or, where directed by the committee on state and national relationships, by a duly authorized representative of the National PTA.

Section 4. The charter of a local PTA shall be subject to withdrawal and the status of such association as a local PTA shall be subject to termination, in the manner and under the circumstances provided by the bylaws of the Delaware PTA.

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

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

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

Section 8. A PTA member shall not serve as a voting member of a constituent association's board at the local, council, district, region, state or national level while serving as a paid employee of, or under contract to, that constituent association.

Section 9. Local PTA bylaws shall include a provision that the election of officers shall be held no later than June 1 of each year.

Section 10. A local PTA may dissolve and wind up its affairs in the following manner:

a. The local unit executive committee (or other body that under its bylaws manages the affairs of the local PTA) shall adopt a resolution recommending that the local PTA be dissolved, and directing that the question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving the local PTA shall be given to each member entitled to vote at least thirty (30) days prior to the date of such meeting.
b. Written notice of the adoption of such resolution, accompanied by a copy of the notice of the special meeting of members, shall be given to the President of the Delaware PTA at least thirty (30) days before the date fixed for such special meeting of members.

c. Only those persons who were members in good standing of the local PTA on the date of adoption of the resolution and who continue to be members in good standing on the date of the special meeting shall be entitled to vote on the question of dissolution.
d. Approval of dissolution of the local PTA shall require the affirmative vote of at least two-thirds (2/3) of the members present and entitled to vote at the special meeting, a quorum being present.
e. *In compliance with State of Delaware Non-Profit laws, dissolving units are required to:*
   i. Contact current accounts associated with their EIN and close them immediately. This includes accounts with other associations such as Box Tops, General Mills, Target, Kohl's, Canva, grants/fundraising accounts, etc. that make use of the PTA name or EIN number.
   ii. Per IRS requirements, file a final 990-N form. Per IRS instructions, be sure to answer "YES" to the question "Has your association 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.
   iii. 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.
   iv. The new parent group may be subject to taxation on all revenue/income unless and until they apply for their own EIN with the IRS.

f. All remaining physical assets, such as equipment or supplies, will need to be turned over to the Delaware PTA, as is required by state law.
g. No PTA assets can be used for the formation or start-up of a new non-PTA parent group.
h. Upon dissolution, after paying or adequately providing for the debts and obligations of the unit, the remaining financial assets will be turned over to the Delaware PTA. The Delaware PTA Board of Directors 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 Board of Directors may use the funds for the benefit of new units, regardless of the region. 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.

i. 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 associations that are not affiliated with the National Congress of Parents and Teachers or the Delaware PTA. All dissolving units must cease using the PTA name and/or logo immediately on any of association materials, social media or websites affiliated with the dissolving group.

Section 11. Theft in a local unit is defined as the intentional misuse, misappropriation and/or mismanagement of local unit funds that results in personal financial gain.

Fraud is 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 to 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

Section 12. No part of the net earnings of the association shall benefit, or be distributable to, its members, directors, trustees, officers, or other private individuals 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.

Section 13. Notwithstanding any other provision of these Articles to the contrary, no local unit shall carry on any other activities using the PTA name, logo or tagline, which are not permitted to be carried on

a. by an association exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or
b. by an association, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

ARTICLE VI: MEMBERSHIP AND DUES

Section 1. Every individual who is a member of a local PTA organized by Delaware PTA is a member of National PTA and of Delaware PTA and is entitled to all the benefits of such membership.

Section 2. Every individual who is a member of a local PTA organized under the direct authority of National PTA is a member of National PTA and, as such, is entitled to all the benefits of such membership.

Section 3. Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of National PTA.

Section 4. Each local PTA shall conduct an annual enrollment of members but may admit individuals to membership at any time.

Section 5. Each member of a local PTA shall pay such annual dues to said association as may be determined by the association. The amount of such dues shall include:

a. a portion payable to the Delaware PTA – the “state portion” – as determined by the Delaware PTA Board of Directors and approved by a two- thirds (2/3) majority of the voting body at the Delaware PTA Annual Convention/Meeting, and
b. a portion payable to National PTA – the “national portion” – as recommended by the National PTA Board of Directors and approved by a two-thirds (2/3) majority of the voting body at the National PTA Annual Convention/Meeting.

Section 6. Each local unit shall submit monthly membership dues to Delaware PTA by the last day of the month.

Section 7. The state and national portions of the dues paid by each member of a local PTA shall be set aside by the local PTA and remitted to the Delaware 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 in its area.

Section 8. The PTA membership year shall be from July 1st through June 30th

Section 9. Delaware PTA shall have a VIP membership for the purposes of allowing those individuals interested in recognizing, supporting and participating in the mission, goals and purpose of the Delaware PTA and National PTA. The Delaware PTA Board of Directors will set the dues for VIP members. The national portion of the membership dues will be sent to the National PTA.

ARTICLE VII: OFFICERS

Section 1. The elected officers of the Delaware PTA shall be President, President-Elect, VP of Advocacy, VP of Membership, Secretary, Treasurer, and VP of Regions.

Section 2. The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Delaware PTA:

a. Each officer shall be a member of a local PTA in good standing chartered by the Delaware PTA or be a Delaware PTA VIP member.
b. Each office carries a term of two (2) years.
c. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 3. A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the President-Elect. Any vacancy in any other office shall be filled by appointment by the President with confirmation by majority vote of the Board of Directors.

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ARTICLE VIII: ELECTIONS

Section 1. Officers

a. The President, President-Elect, Secretary, Treasurer, VP of Advocacy, VP of Membership, and VP of Regions shall be elected biannually at the annual convention/meeting. They shall assume their duties at the close of convention/meeting and serve for two years or until a successor is elected.

Section 2. Nomination of Officers:

a. The Nominating Committee shall consist of five (5) members, to be comprised of three, (3) local unit leaders, and two (2) from the membership at large.
b. The Nominating Committee, in soliciting for slated candidates, shall adhere to the

following provisions when considering a candidate for service in Delaware PTA Governance as an elected or appointed board member*:*

- All candidates shall be current PAID members of the Delaware PTA, either as a member of a local unit or as a VIP member, for consideration to hold a position on the Delaware PTA State Board of Directors.
- Only those that have consented to serve shall be nominated or appointed.
- Commitment to the mission of the association, PTA knowledge and/or experience and professional expertise shall be guiding principles when making nominations or appointments.

Section 3. The Nominating Committee shall prepare a list of the nominees for the state officers for presentation to the annual convention/meeting. The names of the candidates shall be provided to each member of the Board of Directors at least 30 days in advance of the annual convention/meeting.

Section 4. Additional nominations may be made for any office with a petition signed by not less than ten (10) Delaware PTA members, representing not less than two (2) local units. The petition is valid providing an electronic copy is filed with the Nominating Committee and the Delaware PTA Board of Directors.

Section 5. In the event of two (2) or more nominations for a single office, the Nominating Committee shall prepare a ballot for use at the annual convention/meeting.

Section 6. If there is only one (1) candidate for an office, the Secretary shall cast the unanimous ballot of the convention/meeting.

Section 7. If at the annual state convention/meeting, 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.

ARTICLE IX: DUTIES OF OFFICERS

Section 1. The President shall:

a. Preside at all meetings of the Executive Committee, Board of Directors and the Convention/Meeting.
b. Have the power to appoint the chairs of standing committees in accordance with Article X, Section 2, and shall have the power to appoint special committees in accordance with Article X, Section 3.
c. Act as an ex-officio member of all committees, standing and special, with the exception of the Auditing Committee and the Nomination Committee, and shall not be a chair of any standing committee.
d. Represent the Delaware PTA on the National Constituent Association Advisory Council (NCAAC), or shall designate another officer to act as his/her alternate.
e. Have the power to authorize the disbursement by the Treasurer of amounts not exceeding one hundred (100) dollars per month, (except that he/she may authorize a greater amount for the purpose of paying expenses to the National PTA annual convention).
f. Appoint, subject to the approval of the Board of Directors, an Auditing Committee of not less than three (3) members, none of whom shall be a member of the Executive

Committee. This Auditing Committee shall examine the books of the Treasurer and certify the correctness thereof.

Section 2. The President-Elect shall:

a. Act as assistant to the President.
b. Coordinate the efforts of all committees.
c. Serve as Program and Convention/Meeting Chair.
d. Assume the duties of the President in his/her absence.
e. Become President if the office becomes vacant
f. Perform additional duties as requested by the President.

Section 3. VP of Regions shall:

a. Identify and recruit leaders in each region to act as a Field Service Representative for the respective region.
b. Act as liaison between Field Service Representatives, Unit leaders, and Board of Directors and shall also perform duties as assigned by the Board of Directors.

Section 4. The Secretary shall:

a. Keep the minutes of all meetings;
b. Have custody of the books and papers necessary for the transaction of Delaware PTA business except those designated to others.
c. Keep a record in which the charter, bylaws and standing rules are contained.
d. Immediately deliver to the Delaware PTA state office all records in his/her possession at the expiration of his/her term of office.

Section 5. The Treasurer shall:

a. Collect all dues, separating the national and state portions in his/her records.
b. Take charge of all funds of the Delaware PTA and keep a full and accurate account of the receipts and disbursements in books belonging to the Delaware PTA.
c. Require no authorization for the remittance to the National PTA the amount of national dues paid by the local units.
d. Present a written report at each Board of Directors meeting, and at the annual convention/meeting.
e. Maintain books and accounts on a fiscal year basis, beginning July 1 and ending the following June 30.
f. File the required tax returns with the federal and state governments.
g. Maintain an accounting of payroll deductions and file the appropriate tax forms.
h. Provide paid staff with W2 forms.
i. Participate in National PTA State Treasurer calls.
j. Perform other duties as assigned by the President

Section 6. The VP of Advocacy shall:

a. Inform and educate units and members about public policy and federal and state legislative concerns in compliance with National PTA's positions.

b. Encourages membership to join the PTA Takes Action Network.
c. Responds to all National PTA legislative alerts and requests unit response as well.
d. Builds and maintains a working relationship with Delaware's National Congressional delegation.
e. Attends National PTA Legislative Conferences.
f. Establish state legislative priorities, within the parameters of the state legislative program, from those submitted by units.
g. Coordinates the state legislative conference.
h. Serve as the chair of the Advocacy Committee.
i. Represent Delaware PTA on National PTA's Federal Legislative Committee (FLC)
j. Perform other duties as assigned by the President

Section 7. The VP of Membership shall:

a. Serve as Chair of the Membership Committee.
b. Consult and collaborate with the VP of Regions, Treasurer and President to encourage and monitor timely dues payments and collection.
c. Develop, implement and coordinate annual membership initiatives focusing on recruitment, retention and diversification.
d. Maintain a membership database.
e. Submit a monthly membership report to the National PTA by established deadlines.
f. Provide input on the state strategic plan for membership goals.
g. Participate in National PTA membership committee conference calls/trainings (or designate member of membership committee to act on his/her behalf).
h. Perform other duties as assigned by the President.

ARTICLE X: COMMITTEES

Section 1. Standing Committees shall include:
a) Advocacy
b) Membership
c) Finance
d) Convention/Meeting
e) Nominations/Elections
f) Bylaws - as needed
g) Field Service
h) DIO Diversity inclusion and outreach

Section 2. The President shall appoint the chairs of all standing committees and such appointments shall be submitted to the next meeting of the Executive Committee for confirmation. The chair of each standing committee shall serve until the next President takes office or until his/her successor is appointed whichever is later.

Section 3. The President shall have the authority to create / appoint special committees at his or her pleasure.

Section 4. The President shall be a member ex officio of all committees, standing and special, except the Auditing Committee and the Nominating Committee.

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: PARLIAMENTARY AUTHORITY

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

ARTICLE XIII: AMENDMENTS

Section 1. These bylaws may be amended at the annual convention/meeting by two-thirds (2/3) vote of those present and voting, provided the amendments have been provided to the voting body at least thirty (30) days prior to the opening of convention/meeting. The amendments shall be submitted by the Executive Committee or the Bylaws Committee.
Section 2. The Board of Directors, by a majority vote, may authorize the Bylaws Committee to submit a revised set of bylaws as a substitute for the existing bylaws.