

# \*\*\*\*DRAFT\*\*\*\*

## Bylaws

### Article I: Name

The name of this organization is the The Watershed School PTA located in Fairbanks, Alaska. It is a local unit in Region II, organized under the authority of the Alaska Congress of Parents and Teachers (Alaska PTA), a branch of the National Congress of Parents and Teachers (National PTA).

### #Article II: Articles of Organization

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

### #Article III: Purposes

**Section 1.** The Objects of this organization, in common with the Objects of the National PTA and the Alaska PTA, are:

- a. To promote the welfare of children in home, school, and community, and place of worship.
- b. To raise the standards of home life.
- c. To secure adequate laws for the care and protection of children and youth.
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, ~~and spiritual~~ education:-

**Section 2.** The Objects of this organization are promoted, in cooperation with the Alaska PTA and the National PTA, through an educational program directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article IV.

**Section 3.** The organization 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 IV: Basic Policies**

The following are the basic policies of the National PTA, the Alaska PTA, and this organization:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Objects of the organization.
- c. The organization 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.
- d. The organization shall work with the schools 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.
- e. The organization shall not enter into membership with other organizations except such international or national organizations as may be approved by the National PTA Board of Directors. The Alaska PTA or any of its divisions may cooperate with other organizations and agencies concerned with child welfare, but a PTA representative shall make no commitments that bind the group he represents.
- f. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- g. 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.
- h. 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 which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code

## **Article V: Membership and Dues**

**#Section 1.** Every individual who is a member of a local PTA is, by virtue of that fact, a member of the National PTA and the Alaska PTA by which such local PTA is chartered, and is entitled to all benefits of such membership.

**#Section 2.** Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of National PTA.

**#Section 3.** Each local PTA shall conduct an annual enrollment of members, but may admit persons to membership at any time.

**#Section 4.** Each member of a local PTA shall pay such annual dues to said organization as may be prescribed by the organization. The amount of such dues shall include the portion payable to the Alaska PTA (the "state portion") and the portion payable to the National PTA (the "national portion").

**#Section 5.** The amount of the state portion of each member's dues shall be determined by the Alaska PTA. The national portion of each member's dues shall be one (1) dollar seventy-five cents per annum.

**#Section 6.** The amount of the state portion of each member's dues shall be \$4.00 per annum. **(Alaska PTA Article VII, Section 6)**

**Section 7.** The annual dues for membership in this PTA shall be \$ 10 per individual (\$15 per family) annum which includes the national portion of \$1.75 and state portion of \$4.00 per annum.

**#Section 8.** 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 monthly to the Alaska PTA. Alaska 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 9.** The remittance to the Alaska PTA shall be accompanied by a report, in such form as may be required by the Alaska PTA, showing the name and address of the president of the organization, the amount of dues collected during the period covered by the report, the number of members of the organization, and a copy of the names, addresses, phone numbers and email addresses of the members of the organization (membership list).

**#Section 10.** Only members of a local PTA who have paid dues for the current membership year may participate in the business of that association.

**Section 11.** With the exception of during the (annual) membership drive(s) (and through the month

Need Pearl Creek's by-laws for reference...Jose

of \_\_\_\_\_), a person must have been a member for 0 days prior to voting on items presented to the membership.

**#Section 12.** Alaska PTA will mail membership cards to local units in August, based on the previous years membership totals. The expiration date for Alaska PTA Membership cards is September 30.

## **Article VI: Officers and Their Election**

**Section 1.** The number and election of officers are based on the following provisions:

a. The officers of this (PTA or PTSA) shall consist of a president, 3 vice-presidents, a secretary, a treasurer, and a teacher representative.

b. Officers shall be elected by ballot or be voted on by mail in the month of May. However, if there is but one nominee for any office, election for that office may be by voice vote following initial election.

c. Officers shall assume their official duties following the close of the meeting in May and shall serve for a term of 1 year or until their successors are elected.

d. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

e. A person who serves in an office for more than one-half of a full term shall be deemed to have served a full term in that office.

**Section 2.** Nominating committee provisions are:

#a. The members of the nominating committee for officers of a constituent organization shall be elected by membership, Board of Directors/Managers, Executive Board, or Executive Committee.

#b. The nominating committee composed of 3 members. The members shall be elected by the board at a board meeting at least one month prior to the election of officers. The committee shall name its own chairman.

c. The nominating committee shall nominate in April eligible candidates for the offices to be filled and report its nominees at the membership meeting in May, at which time additional nominations may be made from the floor. New board members do not assume duties until the following August.

d. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

## **Article VII: Duties of Officers**

**Section 1.** The president:

- a. Shall preside at all meetings of the membership and of the board;
- b. May appoint a parliamentarian, subject to the approval of the board.
- c. Shall perform such other duties as may be prescribed in these bylaws or assigned by the membership, and
- d. Shall be a member ex officio of all committees except the nominating committee.
- e. Shall set the agenda for each meeting.

**Section 2.** The vice-president(s) shall act as (an) aide(s) to the president. In the absence of the president, the (first) vice-president shall assume the duties of the president. The order and duties of the vice-president(s) shall be determined by the board. (The specific duties of various vice-presidents shall be included here with a section devoted to each vice-president.)

- a. The first vice president: (list duties)
- b. The second vice president (fundraising coordinator):
- c. The third vice president (PTA volunteer coordinator):

**Section 3.** The secretary shall:

- a. Call the meetings to order in the absence of the president or vice-president(s);

- b. Record the minutes of all membership and board meetings and read or present typed minutes for approval at the next scheduled meeting;
- c. File all records, including a current copy of the bylaws and a current membership list, which includes names, addresses and phone numbers;
- d. announce how many people are in attendance and that a quorum is present through simple majority;
- e. notify each committee chairman of his appointment;
- f. respond to correspondence delegated to him, and
- g. Perform other duties as may be delegated.

**Section 4.** The treasurer shall:

- a. Be the custodian for all the funds of the PTA and ensure all checks are signed by two authorized signatories;
- b. Collect and keep a full and accurate account of receipts and expenditures in books belonging to the PTA
- c. Present a written financial report at every membership meeting of the PTA, as well as at every meeting of the board;
- d. Present an annual audit report to the PTA at the annual membership meeting, and
- e. Present all reports, books and other necessary documents to an auditor or the auditing committee if the treasurer resigns or is removed from office before the term is complete, or before the successor treasurer takes office and assumes the duties.
- f. Complete audit before the end of his/her term or June 30.

**Section 5.** The officers shall appoint the chairmen of all standing and special committees (and delegates to the Alaska Council of PTAs that are not already identified in the Council bylaws).

**Section 6.** All officers shall perform the duties outlined in these bylaws and those assigned from time to time. Upon resignation or removal from office, each officer shall turn over to the

president, (without delay or within 7 days of the resignation or termination), all records, books and other materials pertaining to the office, and shall return to the treasurer, (without delay or within 7 ), all funds pertaining to the office. In the case of the president a;; materials shall be delivered to the (first) vice-president within 7 days.

**Section 7.** All officers shall deliver to their successors in office all books, records and documents held in their possession no later than 14 days of their successors taking office.

**Section 8.** Transitional meeting(s) may occur between the outgoing and incoming officers at any time during a period of 14 days after the election of officers. The meeting(s) (is or are) subject to the call of the incoming president or a majority of the incoming officers, 7 day's notice having been given.

### **Article VIII: Membership Meetings**

**Section 1.** At least 2 membership meetings of this PTA shall be held during the school year. Dates of the meetings shall be determined by the board and announced at the first membership meeting of the year. Changes to meeting dates require 7 day's notice.

**Section 2.** Special meetings of the membership may be called by the president, a majority of the board or a majority of the membership, 7 days' notice having been given.

**Section 3.** The election meeting shall be held in May. The annual (and installation) meeting shall be held in September.

**#Section 4.** 10 members present, but not less than 10% of the membership, shall constitute a quorum for the transaction of business in any membership meeting or for a vote by mail.

**Section 5.** Each member is entitled to 1 (one) vote.

**Section 6.** Membership voting by mail-in ballots or electronic means shall be allowed, but only according to the following procedures

a. Voting by mail or electronic means shall be allowed for the subject(s) of (election of officers, adoption of the budget or amendment of the bylaws,) only if the board votes to do so for a particular vote.

#b. Voting by mail or electronic means shall follow the procedures outlined in *Robert's Rules of Order*.

c. No votes on the above particular matter(s) shall be taken in person at a membership meeting if the same matter is to be voted on by mail.

d. Unless so designated, the secretary will be the conductor of the vote. If the secretary declines because he is an incumbent or chooses not to participate, the president shall appoint another member (the substitute, with all the secretary's duties) to conduct the vote.

e. The secretary shall send out to the address of record for each member listed on the most PTA current paid mailing roster a complete package that includes a ballot stating the subject of the vote and an explanation. Appropriate detail shall be provided along with a voting section, a signature line for each member and return address instructions.

f. Appropriate detail includes a copy of proposed bylaw changes with rationale, a list of candidates and brief resume of each or a proposed budget with an explanation of changes from the past year to the upcoming year.

g. The secretary shall tabulate all returned ballots and present the results at the next board meeting, and the results shall be recorded into the minutes of the next membership meeting.

## **Article IX: Board**

**Section 1.** The board shall consist of the officers of this PTA.

**#Section 2.** A PTA member shall not serve as a voting member of a constituent organization's board on the local, council, district, region, state, or national level while serving as a paid employee of, or under contract to, that constituent organization.

**Section 3.** The duties of the board shall be the following:

a. To transact necessary business in the intervals between membership meetings and such other business as may be referred to it by the membership. No action taken by the board shall conflict with action taken by the membership;

b. To create standing and special committees and approve of the membership;

c. To approve the plans of work of the standing (and special) committees;

d. To present a report at the membership meetings;

**#e.** To prepare and submit to the membership a budget for adoption for the year;

**#f.** To approve expenditures within the limits of the budget;

g. To act in an emergency between meetings of the membership;

#h. To approve at least two board members as check signatory. Individuals authorized to sign checks should not be related to each other by marriage or any other relationship;

h.5 The signatories will be the President, the Treasurer, the first Vice President, and the Secretary

#i. To acquire liability insurance which is paid annually to the Alaska PTA no later than December 1;

#j. (s)elect and auditor or auditing committee

#k. To file Form 990 with the IRS and submit a copy of this Form to Alaska PTA for its records, and

#l. To ensure that any bylaw amendments are attached to IRS Form 990 along with a page of explanation of the changes.

**#Section 4.** Regular meetings of the board shall be held during the school year, the time to be fixed by the board at its first meeting of the year. A majority of the board members shall constitute a quorum. Special meetings of the board may be called by the president or by a majority of the members of the board, 7 day's notice having been given.

**Section 5.** A vacancy occurring in any board position shall be filled for the unexpired term by a person elected by a majority vote of the board, 7 day's notice of such election having been given. In case a vacancy occurs in the office of president, the (first) vice-president shall serve notice of the election. If notice is not given, the election to fill the vacancy shall require a two-thirds vote. If there are no qualified candidates for president, the (first) vice-president shall serve out the remainder of the term.

**#Section 6.** Any member of the board who ceases to meet the qualifications of office as listed in the bylaws or standing rules, or fails to carry out the duties of office may be removed from office by two-thirds vote of the board providing that proper procedures have been followed.

**Section 7.** Removal from office of any board member will follow these provisions.

a. 3 consecutive unexcused absences shall be cause for removal from the board.

b. Inability to perform duties or ceasing to meet the qualifications of office of this PTA shall be cause for removal.

c. The board shall meet in a special meeting with a quorum present to discuss and vote on the removal of a board member. All board members shall be given notice according to Art. IX, Section 4.

d. The board member in question may be told of the vote in person but shall be informed about the vote by certified letter. If the vote is for removal, the certified letter shall request that all materials associated with the position be returned to the president, or in the case of the president being removed, to the (first) vice-president, within 7 days of receipt of the letter.

## **Article X: Committees**

**Section 1.** Only members of the PTA shall be eligible to serve in any elective or appointive positions.

**Section 2.** The board may create any standing committees as it may deem necessary to promote the Objects and carry on the work of the membership. The chairmen of the standing (and special) committees shall be (s)elected by the officers of the (PTA or PTSA). The term of each chairman shall be 1 year or until the selection of his successor.

**Section 3.** The chairman of each standing committee shall present a plan of work to the board for approval within 30 days. No committee work shall be undertaken without the consent of the board.

**Section 4.** An auditing committee of not less than three (3) members may be (s)elected by the board at least two (2) weeks before the annual meeting. Persons authorized to sign checks are not eligible to serve on the auditing committee. An annual audit will be conducted in April.

**Section 5.** The quorum of any committee shall be the majority of its membership.

## **#Article XI: Fiscal Year and IRS EIN**

**Section 1.** The fiscal year of this organization shall begin on July 1 and end on the following June 30.

**Section 2.** The Internal Revenue Service Employer Identification Number (EIN) for this PTA is \_\_\_\_\_.

## **Article XII. Council Membership**

(Applies only to local PTAs holding membership in a Council of PTAs, and must correspond to council bylaws.)

**Section 1.** a. This PTA shall be represented at meetings of the Fairbanks Council of PTAs by the president or appointed representative. (**NOTE:** Representatives must be chosen as specified in council bylaws.)

b. Delegates and their alternates shall be (elected or appointed) by the officers in September.

c. Delegates to the Fairbanks Council of PTAs shall serve for a term of 1 year(s) or until their successors are (elected or appointed).

**Section 2.** This (PTA or PTSA) shall pay annual dues to the Fairbanks Council of PTAs, as provided in the Council bylaws.

### **Article XIII - Annual Alaska PTA Convention**

**# Section 1.** Each local unit shall be entitled to send as voting delegates to the annual convention its president or alternate, one representative for the first fifty (50) members or fraction thereof, and one (1) additional delegate for each additional fifty (50) members or major fraction thereof as shown on the records of the treasurer of Alaska PTA as of April 1 preceding such convention, provided appropriate dues have been paid. (**AKPTA Art. XXII, Sect. 2**)

**Section 2.** This PTA may send as many nonvoting delegates as it wants.

### **Article XIV: Annual Alaska PTA Legislative Issues Conference**

**Section 1.** The Alaska PTA Executive Committee shall notify this PTA of the time and place for this conference not less than 30 days before the beginning of the conference.

**Section 2.** This PTA is entitled to send two voting delegates.

### **Article XV: Relationship with National PTA and Alaska PTA**

**#Section 1.** Local PTAs shall be organized and chartered under the authority of the Alaska PTA in the area in which the local PTA functions, in conformity with such rules and regulations, not in conflict with the Bylaws of the National PTA, as the Alaska PTA may in its bylaws prescribe. The Alaska PTA shall issue to the local PTA in its area an appropriate charter evidencing the due organization and good standing of the local PTA. (**NPTA Art. VI, Sect. 1**)

A PTA in good standing is one which:

- a. Adheres to the Objects and basic policies of the National PTA;

- b. Remits the national portion of the dues through the Alaska PTA to reach the national office by dates designated by the National PTA; and
- c. Has on file at the Alaska PTA office:
  - a. An IRS Employer Identification Number (EIN); and
  - b. A copy of the annual IRS document filing (Form 990/990EZ), if applicable; and
  - c. A current officers list; and
  - d. A current membership list; and
  - e. A copy of current annual audit; and
  - f. A copy of proof of liability insurance which is paid annually to the Alaska PTA no later than December 1; and
  - g. A copy of current unit bylaws which have been approved according to the procedures of the Alaska PTA; and
- d. Meets other criteria as may be prescribed by the Alaska PTA.

**#Section 2.** In addition to the criteria listed above in Section 1, a PTA in good standing has an IRS Employer Identification Number on file in the state office. **(AKPTA Art. X. Sect. 16)**

**#Section 3.** Each local PTA shall adopt such bylaws for the government of the organization as may be approved by the Alaska PTA. Such bylaws shall not be in conflict with the Bylaws of the National PTA or the bylaws of the Alaska PTA.

**#Section 4.** Bylaws of each constituent organization shall include an article on amendments.

**#Section 5.** 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 organization, including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Alaska PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Alaska PTA or, where directed by the Committee on State and National Relationships, by a duly authorized representative of the National PTA.

**#Section 6.** The charter of a local PTA shall be subject to withdrawal and the status of such organization as a PTA unit shall be subject to termination, in the manner and under the circumstances provided in the bylaws of the Alaska PTA.

**#Section 7.** Each local PTA is obligated, upon withdrawal of its charter by the Alaska PTA:

a. To yield up and surrender all its books and records and all of its assets and property to the Alaska PTA or to such agency as may be designated by the Alaska PTA or to another local PTA organized under the authority of the Alaska PTA;

b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the Alaska PTA or status as a constituent organization of the National PTA; and

c. To carry out promptly, under the supervision and direction of the Alaska PTA, all proceedings necessary or desirable for the purpose of dissolving such local PTA.

**#Section 8.** Each officer or board member of a local PTA shall be a member of such local PTA.

**#Section 9.** Each local PTA shall collect dues from its members and shall remit a portion of such dues to the Alaska PTA as provided in Article V hereof.

**#Section 10.** Each local PTA shall include in its bylaws provisions corresponding to the provisions of such of these bylaws as are identified by the state symbol #.

**#Section 11.** PTAs whose State and National dues are not current will be notified by April 1 of each year. If they are not brought current by June 30, they will be ineligible to participate in PTA programs at the State and National level until the discrepancies are corrected.

**#Section 12.** PTAs whose bylaws are not current will be notified by October 1 of each year and again on March 15, if necessary. If they are not brought current by June 30, they will be ineligible to participate in PTA programs at the State and National level until the discrepancies are corrected.

**#Section 13.**

PTA's who do not comply with those items required to be a unit in good standing, after notice of discrepancies, will be ineligible to participate in PTA programs at the State and National level until the discrepancies are corrected.

**#Section 14.** Bylaws of each constituent organization shall include a provision establishing a quorum.

**#Section 15.** The bylaws of all constituent organizations shall prohibit voting by proxy (unless proxy voting is specified by applicable state law).

**#Article XVI: Parliamentary Authority**

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

**#Article XVII: Amendments**

**Section 1.** The procedures for amending these bylaws are as listed below.

a. These bylaws may be amended at any regular meeting of the (PTA or PTSA) or voted upon by mail, provided that notice of the proposed amendment shall have been given at least 30 days prior to the meeting at which the amendment is voted upon or the vote is being taken by mail; that a quorum has been established; and that the amendment shall be subject to the approval of the Alaska PTA. Bylaws amendments require a two-thirds positive vote of the members present and voting or voting by mail.

b. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a membership meeting of the (PTA or PTSA), or by a two-thirds vote of the board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

c. Submission of amendments or revised bylaws for approval by the Alaska PTA shall be in accordance with the bylaws and procedures of the Alaska PTA.

**#Section 2** The adoption of an amendment to the articles and sections of the bylaws of the Alaska PTA that bear a number symbol (#) shall automatically amend the bylaws of this PTA. **(AKPTA Article VI Section 10)**

**Bylaws Review and Approval**

*I hereby certify that these Bylaws were adopted by the membership of the*  
\_\_\_\_\_ *PTA on this date, \_\_\_\_\_, 200*\_\_\_\_\_



8. *Robert's Rules of Order Newly Revised* states: "The minimum number of members who must be present at the meeting of a deliberative assembly for business to be legally transacted is the *quorum* of the assembly. The requirement of a quorum is a protection against totally unrepresentative action in the name of the body by an unduly small number of persons." It is suggested that the quorum be set to reflect the number of people who could reasonably be expected at any membership meeting.
9. As a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is done and its final report is received.
10. To ensure the inclusion of the required (#) articles and sections of the Alaska PTA, local unit and council bylaws and proposed amendments must be submitted to Alaska PTA for approval.

Revised - 9/8/05