

BYLAWS of the PTA COUNCIL of BALTIMORE COUNTY, INCORPORATED

Revised 2008

Article I: NAME

The name of this organization is the PTA Council of Baltimore County, Incorporated, Maryland. It is a council PTA organized under the authority of Maryland Congress of Parents and Teachers, a branch of National Congress of Parents and Teachers (the National PTA). The organization will be referred to in these bylaws as the PTACBC.

#Article II: PURPOSES

Section 1. The purposes of the PTACBC in common with those of the National PTA and the Maryland PTA are

- a. To promote the welfare of children and youth in home, school, community, and place of worship,
- b. To raise the standards of home life,
- c. To 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, and
- 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 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.

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 referred to as "Internal Revenue Code").

#Article III: BASIC POLICIES

The following are the basic policies of National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization 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 organization 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 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 II hereof.
- e. 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.
- f. Upon the dissolution of this 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 and whose purposes are in accordance with those of National PTA.
- g. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

#Article IV: RELATIONSHIP WITH NATIONAL PTA AND MARYLAND PTA

Section 1. This council PTA shall be organized and chartered under the authority of the Maryland PTA in the area in which this council PTA functions, in conformity with such rules and regulations as the Maryland PTA may in its bylaws prescribe. The Maryland PTA shall issue to this council PTA an appropriate charter evidencing the due organization and good standing of this council PTA.

A council PTA in good standing is one that:

- a. Adheres to the purposes and basic policies of the PTA;
- b. Has bylaws approved every three (3) years according to the procedures of Maryland PTA;
- c. Submits the name and address of the council president to the Maryland PTA office by the designated date;
- d. Has an EIN (Employer Identification Number) from the Internal Revenue Service (IRS) on file with the Maryland PTA;
- e. Maintains its status as a corporation; and
- f. Files the appropriate tax forms with the IRS.

Section 2. This council PTA shall adopt such bylaws for the government of the organization as may be approved by the Maryland PTA. Such bylaws shall not be in conflict with the National PTA Bylaws or the bylaws of Maryland PTA.

Section 3. Bylaws of this council PTA shall include an article on amendments.

Section 4. Bylaws of this council PTA shall include a provision establishing a quorum.

Section 5. Each officer or board member of this council PTA shall be a member of a local PTA within its area.

Section 6. The bylaws of this council PTA shall prohibit voting by proxy, mail (including electronic communication), or absentee.

Section 7. All council PTAs shall be incorporated.

Section 8. All council PTAs shall have bonding and liability insurance.

Section 9. All council PTAs shall submit a copy of the treasurer's annual report, reviewed by an auditing committee, to Maryland PTA.

Section 10. A PTA member shall not serve as a voting member of this council PTA's board while serving as a paid employee of, or under contract to, this council PTA.

Section 11. The members of the nominating committee for officers of this council PTA shall be elected by the board of directors.

Section 12. Each council shall designate a representative to serve on the Maryland PTA Board of Directors according to council guidelines.

Section 13. The charter of a council may be removed in the manner and under the circumstances provided in Maryland PTA bylaws, Article V, #Section 10 and #Section 11.

Section 14. This council PTA is obligated, upon withdrawal of its charter by the Maryland PTA:

- a. To yield up and surrender all of its books and records and all of its assets and property to the Maryland PTA or to such agency as may be designated by the Maryland PTA or to another council PTA organized under the authority of the Maryland PTA;
- b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the Maryland PTA or status as a constituent organization of the National PTA; and
- c. To carry out promptly, under the supervision and direction of the Maryland PTA, all proceedings necessary or desirable for the purpose of dissolving the PTACBC.

Section 15. The articles of organization of this council PTA include (a) the bylaws of such organization and (b) the certificate of incorporation or articles of incorporation of such organization.

Section 16. This council PTA shall keep 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 and the dues collected from its members. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Maryland PTA or, where directed by the committee on state, council, and local relationships, by a duly authorized representative of the Maryland PTA.

Article V: PURPOSES OF THIS COUNCIL

Section 1. The purposes of this council PTA are to:

- a. Unify and strengthen local PTAs comprising the council PTA;
- b. Provide for the conference and cooperation of the local PTAs in the council PTA membership in order to create a public opinion favorable to the interest of children, to encourage programs and projects in the various local PTAs which carry out the mission and purposes of PTA, and to assist in the formation of new PTAs according to the plan of the Maryland PTA;
- c. Promote the interests of the National PTA and of the Maryland PTA;
- d. Work cooperatively with the Baltimore County Public Schools, Teachers Association of Baltimore County, Baltimore County Student Councils, and Baltimore County Government;
- e. Cultivate partnerships with Baltimore County organizations, task force groups, coalitions, and other working units that share common goals of PTA;
- f. Provide leadership and service to local PTAs on PTA policies, procedures, mission, goals, and organizational relationships; and
- g. Speak on behalf of the local PTAs on issues that surround the shared PTA mission, PTA purposes, PTA legislative program, and the shared general concerns for children's welfare in the greater Baltimore County community.

#Section 2. Authority

Council shall not:

- a. dictate to local PTAs;
- b. legislate for the local PTAs, including taking action involving member PTAs and setting up rules for them without their consent;
- c. duplicate the work or program of the local PTAs;
- d. compete with local PTAs;
- e. compel local PTAs to enter into council projects; or
- f. assess local PTAs for funds without their consent.

Article VI: OFFICERS AND THEIR ELECTION

Section 1. The officers of this council PTA shall be:

- President
- First Vice President
- Vice President for Leadership
- Vice President for Chairmen
- Vice President for Membership
- Secretary
- Treasurer
- Two Area Vice Presidents (AVPs) for each educational area, as defined by BCPS

In the even numbered years officers shall be elected by ballot by the voting body at the annual meeting which shall be the last general council meeting of the school year. If there is but one candidate for any office, upon adoption of a motion from the floor, the election for that office may be by voice. The officers, except the treasurer, shall assume their duties on July 1 of the year in which they are elected. The outgoing treasurer shall continue to serve until the end of the fiscal year. The newly elected treasurer shall assume his duties on August 1 of the year in which he is elected. However, the elected officers for the new year may meet at the call of the president prior to July 1 to perform the duties as stated in Article VII: DUTIES OF OFFICERS, Section 9. All

officers shall serve for a term of two (2) years, remaining in office until their successors have assumed their elected duties.

Section 2. Only members of a local PTA which has fulfilled the requirements of Article XIII shall be eligible to hold office. All officers shall have served at least one full year as a local PTA president or one full year on the council board of directors. No officer shall be eligible to serve in the same office for more than two (2) consecutive terms. Anyone who has served more than half of that term shall be considered to have served a full term. A member may hold only one elected office at a time. However, an elected officer may be elected to, and hold a position on, the nominating committee.

#a. Each officer shall be a member of a local PTA within the area of this council PTA.

Section 3. The council board of directors shall assign each local PTA to an AVP cluster in its educational area. These clusters are designated in the council standing rules. Each area vice president shall reside in the cluster he represents. If no nominee can be secured from the cluster area, a name may be submitted in nomination from another cluster area. The area vice president shall be a member of a local PTA in the cluster he represents.

Section 4. The council board of directors shall fill all vacancies which occur in elected office positions for the unexpired term of that office. All board of directors members shall be advised, at least seven (7) days prior, that an election shall be held to fill a vacancy. A vote which equals the majority of the members present of the board of directors is necessary to elect. In addition to the nominee forwarded by the nominating committee, nominations may be made from the floor at the board of directors meeting, provided a completed PTA Council of Baltimore County, Inc. Nomination Form is presented when placing the name in nomination. If the election is not decided after three (3) ballots, another election shall be held within two (2) weeks. The majority of board of directors members present shall then elect the replacement.

Section 5. The board of directors shall elect the members of the council nominating committee at the June board meeting in odd numbered years. This election shall be advertised in the April and May BULLETIN in odd numbered years. The nominating committee shall consist of seven (7) members; a chairman, five (5) members representing each educational area, and one member at large with no more than two (2) members from the same educational area. The members shall assume their duties on July 1 and serve for a term of two (2) years. This committee shall meet to prepare a proposed slate of officers for each office to be presented at the March board of directors meeting and the March general council meeting in even numbered years. All candidates must complete the PTA Council of Baltimore County, Inc. Nomination Form prior to their nomination being accepted. Nominations may be made from the floor at the March general council meeting provided a completed PTA Council of Baltimore County, Inc. Nomination Form is presented when placing the name in nomination. If a nomination is made at the election meeting, a completed PTA Council of Baltimore County, Inc. Nomination Form must have been presented to the nominating committee at least ten (10) days prior to the election. When a vacancy occurs in an office during a term, this committee shall be responsible for publicizing the vacancy in the BULLETIN and securing the most qualified nominee.

Article VII: DUTIES OF OFFICERS

Section 1. The president shall:

- a. preside at the board of directors and executive committee meetings;
- b. preside at the business portion of the general council meetings;
- c. designate, following approval by the executive committee, the representative to attend Maryland PTA Board of Directors meetings; and
- d. perform additional duties as required in the council standing rules.

Section 2. The first vice president shall:

- a. act as an aide to the president and perform the duties of the president in the absence of or the inability of the president to act; and
- b. perform additional duties as required in the council standing rules.

Section 3. The vice president for leadership shall:

- a. act as an aide to the president and perform the duties of the president in the absence of or the inability of the president and first vice president to act;
- b. orient and brief AVPs; and
- c. perform additional duties as required in the council standing rules.

Section 4. The vice president for chairmen shall:

- a. act as an aide to the president and perform the duties of the president in the absence of or the inability of the president, first vice president, and vice president for leadership to act;
- b. orient and brief all committee chairmen; and
- c. perform additional duties as required in the council standing rules.

Section 5. The vice president for membership shall;

- a. send out notice of council dues to local PTAs as provided in Article XIII, Section 5b.;
- b. collect council dues and forward to the treasurer; and
- c. perform additional duties as required in the council standing rules.

Section 6. The secretary shall:

- a. record the minutes of all general council membership, board of directors, and executive committee meetings; and
- b. perform additional duties as required in the council standing rules.

Section 7. The treasurer shall:

- a. serve as chairman of council budget committee;
- b. keep a record of receipts and expenditures;
- c. pay out funds per budget;
- d. present a detailed written financial report at board meetings;
- e. give report at general council meetings;
- f. maintain separate accounts if applicable;
- g. supply copy of approved budget for the September BULLETIN;
- h. prepare financial report for the fiscal year and supply a copy for the BULLETIN after the books have been audited;
- i. file required state and federal tax documents;
- #j. have checks or vouchers signed by two (2) people: the treasurer and one other authorized officer;
- #k. submit the books annually for an audit;

- #l.report the findings of the annual audit to the board of directors and to Maryland PTA; and
- m. perform additional duties as required in the council standing rules.

Section 8. The area vice presidents shall:

- a. serve as liaisons between council and their local PTAs to keep them informed and offer leadership services; and
- b. perform additional duties as required in the council standing rules.

Section 9. The executive committee may meet annually prior to July 1 to approve chairmen of standing committees, the representative to attend Maryland PTA Board of Directors meetings, and administrative service personnel appointed by the president. The terms of these committee chairmen, representative, and administrative service personnel shall begin July 1 of that year. The term shall be for one year.

Section 10. At the end of their term all officers shall turn over to their successor procedure books and all materials pertinent to the office.

Article VIII: BOARD OF DIRECTORS

Section 1. The board of directors of this council PTA shall consist of the officers of the council, administrative service personnel, the chairmen of standing committees, members of the nominating committee, the superintendent of Baltimore County Public Schools or his representative, the president of the Teachers Association of Baltimore County or his representative, and two (2) student representatives of the Baltimore County Student Councils.

#Section 2. Each board member shall be a member of a local PTA within the area of this council whose state and council dues are paid.

Section 3. The board of directors shall:

- a. transact necessary business between general council meetings and such other business as may be referred to it by the council voting body;
- b. create or abolish standing or special committees;
- c. fill vacancies in office;
- d. approve plans of work of standing and special committees;
- e. approve council budget;
- f. adopt, change, or rescind operating procedures;
- g. select an auditing committee of three (3) members at the June board of directors meeting to audit the books at the end of the fiscal year and at such times as required by the resignation of a fiscal officer, defined as any officer that has signature authority; and
- h. elect the nominating committee as provided in Article VI, Section 5.

Section 4. Regular meetings of the board of directors shall be held during each month of the school year, unless otherwise authorized by the board of directors, at a time and place prescribed by the board of directors. Special meetings of the board of directors may be called by the president or by the majority of the board of directors members provided notice and statement of the purpose of the meeting is sent at least five (5) days in advance. Regular meetings of the board of directors may be canceled by the president due to unusual circumstances with the approval of a majority of the executive committee.

#Section 5. At all meetings of the board of directors, a majority of the members of the board of directors shall constitute a quorum for the transaction of business.

Section 6. The board of directors, by a two-thirds (2/3) majority of the members present, may remove from office a member of the board of directors who fails to perform his duties, fails to attend two (2) consecutive board meetings without being excused, violates the basic policies, misrepresents the positions of the council, or acts in any other way which is detrimental to the philosophy and purposes of the organization. When removal action is contemplated, the board of directors member shall be advised by certified mail at least seven (7) days prior to the meeting of his right to appear before the board of directors at that meeting.

Article IX: EXECUTIVE COMMITTEE

Section 1. There shall be an executive committee of the PTACBC, the members of which shall be the elected officers.

#Section 2. Each executive committee member shall be a member of a local PTA within the area of the council whose state and council PTA dues are paid.

Section 3. Regular meetings of the executive committee shall be held with the dates and times fixed by the executive committee at its first meeting of the year. Special meetings of the executive committee may be called by the president or upon written request of five (5) members with three (3) days' notice to each member of the executive committee.

#Section 4. At all meetings of the executive committee, a majority of the members of the executive committee shall constitute a quorum for the transaction of business.

Section 5. Duties of the executive committee shall be to:

- a. transact business referred to it by the board of directors;
- b. approve standing committee chairmen recommended by the president;
- c. approve administrative service personnel recommended by the president;
- d. approve the designated representative to the Maryland PTA Board of Directors recommended by the president;
- e. act in emergencies between meetings of the board of directors; and
- f. make a report at each board of directors meeting if applicable.

Article X: COMMITTEES

#Section 1. Only members of this council PTA or of the local PTAs constituting this council PTA shall be eligible to serve in any elected or appointed positions.

Section 2. The chairmen of standing committees shall be appointed as provided in Article VII, Section 9. Their term shall begin July 1 of the year appointed. Their term shall expire June 30 of the following year.

Section 3. The chairmen of each standing committee shall present a plan of work to the board of directors for approval. No committee work shall be undertaken until the board of directors approves the committee's plan of work.

Section 4. The chairmen of all standing and special committees shall implement the plan of work as approved and make periodic reports on progress.

Section 5. Chairmen shall maintain a procedure book and return it to the vice president for chairmen at the termination of their appointment.

Section 6. Chairmen of standing committees shall submit a written annual report to the vice president for chairmen at the June board of directors meeting. Chairmen of special committees shall submit a written report to the president at the completion of the committee's charge.

Section 7. Special committees are appointed as needed and are disestablished upon completion of their work.

Article XI: GENERAL MEMBERSHIP

The voting body of this council PTA shall consist of the members of the council PTA board of directors and four (4) delegates from each member local PTA who shall be identified by voting cards. The delegates from each local PTA may be its president or his alternate, the principal or his alternate, and two (2) additional delegates or their alternates selected by the local PTA according to its own procedure.

Article XII: MEETINGS

Section 1. The council shall hold four (4) general council meetings a year in the months of October, January, March, and April, unless otherwise ordered by the council membership or board of directors. General meetings of the council membership may be canceled due to unusual circumstances by a majority vote of the executive committee or shall be canceled when schools are closed due to inclement weather. A notice shall be issued in September prescribing the time, date, and location of the scheduled general council meetings and the annual meeting.

Section 2. Special general council meetings may be called by the president, by a majority vote of the council board of directors, or by the presidents of twenty-five (25) local PTAs in membership. At least seven (7) days notice of such a special general council meeting shall be given.

Section 3. The meetings of this council membership shall be open to the public, but the privilege of making motions and voting shall be limited to the voting body (Article XI). All members voting and representing local PTAs must present a valid PTA voting delegate card and a valid local PTA membership card from the same school. All council board of directors members voting must present a valid PTA voting delegate card and a valid local PTA membership card.

#Section 4. A quorum for the transaction of business of any meeting of this council PTA shall consist of at least thirty (30) members of the voting body.

Article XIII: COUNCIL MEMBERSHIP

Section 1. Membership in this council PTA shall consist only of local PTAs chartered by the Maryland PTA in Baltimore County, Maryland, upon the payment of dues as hereinafter provided.

#Section 2. Membership in this council PTA shall be made available by this council PTA, without regard to race, color, creed, or national origin, under such rules and regulations, not in conflict with the provisions of the National PTA Bylaws or the Maryland PTA bylaws, as may be prescribed in the bylaws of this council PTA, to any local PTA who subscribes to the purposes and basic policies of the National PTA.

Section 3. This council PTA shall conduct an annual enrollment of members but may admit local PTAs to membership at any time.

Section 4. Each member of this council PTA shall pay such annual dues to said organization as may be prescribed by the organization.

Section 5. Dues

- a. The annual dues for membership in this council PTA shall be predicated upon the membership in the local PTA as of June 1 of the preceding school year. Such dues, for each of these local PTA members, shall be an amount determined annually by the board of directors of the council PTA.
- b. A notice of dues shall be sent annually to each local PTA by the vice president for membership at least forty-five (45) days prior to the October 1 due date.
- c. Payment of council dues for new local PTAs will be waived until the following school year.

#Article XIV: FISCAL YEAR

The fiscal year of the PTACBC shall begin on August 1 and end on the following July 31.

#Article XV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this council PTA in all cases in which they are applicable and in which they are not in conflict with these bylaws, the National PTA Bylaws, the Maryland PTA bylaws, special rules of order, or the Articles of Incorporation.

#Article XVI: AMENDMENTS

Section 1. These bylaws may be amended at any general membership meeting of this council PTA by a two-thirds (2/3) vote of those members present and voting, a quorum being present, provided notice of the proposed amendment shall have been given to the general membership at least thirty (30) days prior to the meeting at which the amendment is to be voted upon. When amended, articles are in effect, but shall be subject to the approval of the Maryland PTA.

Section 2. A decision to totally revise the bylaws as a substitute for the existing bylaws, requires a majority vote of those members present and voting at a general meeting of this council PTA, or a two-thirds (2/3) vote of the board of directors. A committee to carry out this task shall be appointed by the board of directors. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 3. Submission of amendments or revised bylaws for approval by the Maryland PTA shall be in accordance with the bylaws of the Maryland PTA.

Article XVII: OPERATING PROCEDURES

The business of the board of directors shall be governed by the standing rules as adopted annually by the board of directors. The business of the general council membership shall be governed by the General Council Meeting Policies and Procedures as adopted annually at the first general membership meeting of the fiscal year.

Article XVIII: ADMINISTRATIVE PERSONNEL

Section 1. Administrative service personnel shall be appointed as provided in Article VII, Section 9. Their term shall begin July 1 of the year appointed. Their term shall expire June 30 of the following year.

Section 2. Administrative service personnel positions and duties shall be fixed in the council standing rules.

These bylaws were approved by the general council membership on October 23, 2008

These bylaws were approved by the chair of the Maryland PTA Bylaws Committee on March 24, 2009.