

1 **BYLAWS**
2 **TENNESSEE CONGRESS OF PARENTS AND TEACHERS, INC.**

3
4 **ARTICLE I: NAME**
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6 The name of this organization is the Tennessee Congress of Parents and Teachers, Incorporated.
7 It is also commonly known, and will be referred to in these bylaws, as “Tennessee PTA.”
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9 **#ARTICLE II: PURPOSES**
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11 **Section 1.** The purpose or purposes (Objects) which the corporation will hereafter pursue are:
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- 13 a. To promote the welfare of children and youth in home, school, places of worship, and
14 throughout the community;
15 b. To raise the standards of home life;
16 c. To advocate for laws that further the education, physical and mental health, welfare and
17 safety of children and youth;
18 d. To promote the collaboration and engagement of families and educators in the education
19 of children and youth;
20 e. To engage the public in united efforts to secure the physical, mental, emotional, spiritual,
21 and social well-being of all children and youth; and
22 f. To advocate for fiscal responsibility regarding public tax dollars in public education
23 funding.
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25 **Section 2.** The Purposes of the PTA are promoted through an advocacy and educational
26 program directed toward parents, teachers, and the general public; developed through
27 conferences, committees, projects, and programs; and governed and qualified by the basic
28 policies set forth in Article III.
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30 **Section 3.** The organization is organized exclusively for the charitable, scientific, literary, or
31 educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or
32 corresponding section of any future federal tax code (hereinafter “Internal Revenue Code”)
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34 **#ARTICLE III: BASIC POLICIES**
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36 **Section 1.** The organizational policies shall be:
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- 38 a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
39 b. The organization shall work with the schools and community to provide quality education
40 for all children and youth and shall seek to participate in the decision-making process
41 establishing school policy, recognizing that the legal responsibility to make decisions has
42 been delegated by the people to boards of education, state education authorities, and local
43 education authorities.

- 1 c. The organization shall work to promote the health and welfare of children and youth and
2 shall seek to promote collaboration between parents, schools, and the community at large.
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4 **Section 2.** The non-profit compliance policies shall be:
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- 6 a. No part of the net earnings of the organization shall inure to the benefit of, or be
7 distributable to its members, directors, trustees, officers, or other private persons except
8 that the organization shall be authorized and empowered to pay reasonable compensation
9 for services rendered and to make payments and distributions in furtherance of the
10 purposes set forth in Article II hereof.
11 b. Notwithstanding any other provision of these articles, the organization shall no carry on
12 any income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an
13 organization, contributions to which are deductible under Section 170(c)(2) of the
14 Internal Revenue Code. Upon the dissolution of the organization, after paying or
15 adequately providing for the debts and obligations of the organization, the remaining
16 assets shall be distributed to one or more nonprofit funds, foundations or organizations
17 that have established their tax-exempt status under Section 501(c)(3) of the Internal
18 Revenue Code and whose purposes are in accordance with those of National PTA.
19 c. The organization or members in their official capacities shall not, directly or indirectly,
20 participate or intervene (in any way, including the publishing or distributing of
21 statements) in any political campaign on behalf of, or in opposition to, any candidate for
22 public office, or devote more than an insubstantial part of its activities to attempting
23 influence legislation by propaganda or otherwise.
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25 #ARTICLE IV: CONSTITUENT ORGANIZATIONS 26

27 **Section 1.** The Constituent organizations of Tennessee PTA include:
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- 29 a. Local PTAs (Parent Teacher Associations) or PTSAs (Parent-Teacher-Student
30 Associations) organized under the authority of the Tennessee PTA;
31 b. Council PTAs/PTSAs organized under the direct authority of Tennessee PTA;
32 c. Region PTAs/PTSAs organized under the direct authority of the Tennessee PTA; and
33 d. Tennessee at Large Local Unit (TALL).
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35 **Section 2.** The Tennessee PTA shall determine the criteria for establishing constituent
36 organizations and setting standards for continuing affiliation with the Tennessee PTA and
37 National PTA.
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39 **Section 3.** Each constituent organization shall adopt such bylaws for the governance of the
40 organization as may be approved by the Tennessee PTA. Such bylaws shall not be in conflict
41 with the Tennessee PTA Bylaws or the National PTA Bylaws.
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1 **Section 4.** Bylaws of each constituent organization shall include an article on amendments.

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3 **Section 5.** Each officer or board member of a constituent organization shall be a member of a
4 local PTA within its area.

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6 **Section 6.** A PTA member shall not serve as a voting member of a constituent organization’s
7 board at the local, council, or region level while serving as a paid employee of, or under contract
8 to, that constituent organization.

9
10 **Section 7.** Bylaws of each constituent organization shall include a provision establishing a
11 quorum.

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13 **Section 8.** The members of the nominating committee for officers of a constituent organization
14 shall be elected by the general membership or the Board of Directors.

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16 **Section 9.** The bylaws of all constituent organizations shall prohibit voting by proxy.

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18 **ARTICLE V: STATE PTA**

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20 **Section 1.** The Tennessee PTA is a self-governing organization with independent legal
21 existence.

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23 **Section 2.** The Tennessee PTA shall adopt such bylaws and other articles of organization as are
24 in conformity with the National PTA Bylaws.

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26 **Section 3.** The bylaws of the Tennessee PTA and all amendments hereto shall be submitted to
27 the Committee on Bylaws of the board of directors of the National PTA.

28
29 **Section 4.** The Tennessee PTA shall provide appropriate procedures for the organization of
30 local PTAs within its area. The Tennessee PTA may determine the membership year for the
31 local PTAs in its area and prescribe the form and content of the bylaws or other articles of
32 organizations of such local PTAs.

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34 **Section 5.** The Tennessee PTA shall create or establish subsidiary organizations (regions)
35 within its area to facilitate the administration of the affairs of the Tennessee PTA and for
36 carrying out its programs and may prescribe the form and content of the bylaws or other articles
37 of organization of such regions.

38
39 **Section 6.** The Tennessee PTA may create or establish councils in counties, cities, or other
40 areas designated by its Board of Directors for the purpose of conference, leadership training, and
41 coordination of the efforts of local PTAs and may prescribe the form and content of the bylaws
42 or other articles of organization of such councils. The local PTAs that shall be eligible for

1 membership and participation in the work of any council shall be determined by the Tennessee
2 PTA. Councils shall not dictate to local PTAs.

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4 **Section 7.** The Tennessee PTA is responsible for compliance by the local, council or region
5 PTAs within its area with the Tennessee PTA Bylaws and the National PTA Bylaws.

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7 **Section 8.** The Tennessee PTA shall submit to the National PTA a report of its work and
8 activities for inclusion in the annual report of the National PTA.

9
10 **Section 9.** The Tennessee PTA shall keep such permanent books of account and records as shall
11 be sufficient to establish the items of gross income, receipts, and disbursements of the
12 organization, including, specifically, the number of local PTAs within its area, the national
13 portion of membership dues collected by such local PTAs, the amounts of such dues received by
14 the Tennessee PTA, and the amounts of dues remitted to the National PTA. Such books of
15 account and records, including those of controlled organizations, shall at all reasonable times be
16 open to inspection by an authorized representative of the National PTA.

17 18 **ARTICLE VI: MEMBERS AND DUES**

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

23
24 **#Section 2.** Membership in each local PTA shall be made available by such local PTA, without
25 regard to race, color, creed, or national origin, under such rules and regulations, not in conflict
26 with the provisions of the National PTA Bylaws, as may be prescribed in the bylaws of the local
27 PTA, to any individual who subscribes to the Purposes and basic policies of the National PTA.

28
29 **#Section 3.** Each local PTA shall conduct an annual enrollment of members but may admit
30 individuals to membership at any time.

31
32 **#Section 4.** Each member of a local PTA shall pay annual dues as may be determined by the
33 local unit and shall include dues payable to the Tennessee PTA, and dues payable to National
34 PTA as determined by National PTA.

35
36 **#Section 5.** The Tennessee PTA portion of each member's dues shall be recommended by the
37 Board of Directors and approved by a two-thirds vote of the voting body at the Annual Meeting.

38
39 **#Section 6.** All memberships received during the fiscal year ending June 30 shall expire no
40 later than the following October 31.

1 **#Section 7.** Each local unit membership chairman shall maintain an accurate list of members
2 and shall furnish a copy to the local unit secretary. Member information shall be submitted to
3 Tennessee PTA in the format prescribed by the Tennessee Board of Directors.
4

5 **#Section 8.** The treasurer of each unit shall make remittances to the state office for the amount
6 of the state and national dues received by the established dates.
7

8 **Section 9.** There shall be a Tennessee-At-Large Local Unit for which the President-elect shall
9 be responsible and shall serve as President. Membership dues shall be determined by the
10 Tennessee PTA Board of Directors. This unit is for persons who have no children in school,
11 children in a school with no local PTA/PTSA unit, or those who wish to support the work of the
12 Tennessee PTA.
13

14 **#Section 10.** A Tennessee Life Achievement Award may be conferred upon a person for
15 distinguished services. The fee for a Tennessee Life Achievement Award shall be a part of the
16 Tennessee PTA Scholarship Fund. Life Achievement Award members may become active
17 members upon payment of dues in a local PTA/PTSA.
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19 **#Section 11.** A National PTA Life Achievement Award may be conferred upon a person for
20 distinguished services upon payment of the fee determined by the National PTA Board of
21 Directors which is made a part of the National Endowment fund. Those recipients may become
22 active members upon payment of dues in a local PTA/PTSA.
23

24 **Section 12.** A Tennessee PTA Life Achievement Award can only be awarded by a local unit,
25 area council, or the Tennessee PTA upon submission of the name of the honoree and payment of
26 a fee. These awards cannot be a self-awarded purchase.
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28 **ARTICLE VII: OFFICERS AND THEIR ELECTION**

29

30 **Section 1. Officers**

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- 32 a. The elected officers of the Tennessee PTA shall be a President, a President-elect, a Vice
33 President of Advocacy, a Vice President of Membership, a Secretary, and a Treasurer.
- 34 b. The elected officers shall be elected at the annual meeting by the voting body of the
35 annual meeting in odd-numbered years for a term of two (2) years or until their
36 successors are elected.
- 37 c. Officers shall be installed at the Annual Meeting at which they are elected and shall
38 assume their duties on July 1 following their election.
39

40 **Section 2. Eligibility Requirements**

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- 42 a. Only a member of a local unit in Tennessee shall be eligible to hold office in the
43 Tennessee PTA. The nominee(s) shall have served at least one year as a committee chair

1 or officer in a local, council, or state PTA in any of the National PTA constituent
2 associations.

- 3 b. The nominee for President-elect shall have served at least two (2) terms on the Tennessee
4 PTA Board of Directors, or at least one term on the Tennessee PTA Board of Directors,
5 and at least one term on the Board of Directors for another National PTA Congress. One
6 of these terms shall be as an elected officer.

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8 **Section 3. Terms**

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10 a. No officer shall be eligible for two (2) consecutive terms in the same office, except the
11 Secretary and Treasurer. The Secretary and Treasurer may serve no more than two (2)
12 consecutive terms (4 years). No person shall serve on the Executive Committee in more
13 than one elected capacity.
14 b. An officer having served more than half (1/2) of a term shall be credited with having
15 served that complete term.

16
17 **Section 4.** The vote shall be conducted by ballot and a majority shall elect. When there is only
18 one candidate for any office, that election may be held by voice vote. Ballot elections shall be on
19 the second day of the annual meeting.

20
21 **Section 5.** The Immediate Past President shall serve for a term (2 years) as a voting member of
22 the Board of Directors and as a non-voting advisory member of the Executive Committee.

23
24 **Section 6. Vacancies**

25 A vacancy occurring in any office, except that of President and President-elect, shall be filled for
26 the unexpired term by a person elected by the Board of Directors. Anyone wishing to be
27 considered for a vacancy shall submit their name and biographical information to the President.
28 Election shall be by ballot if more than one nominee for an office is presented. If a five (5) day
29 notice of the election has been given, a majority vote shall elect; otherwise, a two-thirds vote
30 shall elect.

31
32 A vacancy occurring in the office of the President shall be filled by the President-elect. A
33 vacancy occurring in the office of the President-elect shall be filled either at the next annual
34 meeting or at a called special meeting of the membership.

35
36 **Section 7.** The title of “Honorary President or Vice President” may be conferred for life upon a
37 person by a two-thirds vote of the annual meeting delegates upon the recommendation of the
38 Board of Directors, provided the number of honorary Presidents shall at no time exceed one, and
39 the number of honorary Vice Presidents shall at no time exceed ten. The Board of Directors
40 shall vote by ballot, and a three-fourths vote shall be required for the recommendation. The title
41 of “Honorary Officer” shall carry with it all the privileges of the annual meeting except the right
42 to vote. Honorary officers may also attend meetings of the Board of Directors without a vote.
43 Attendance shall be at their own expense except when requested to perform a specific duty.

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2 **ARTICLE VIII: COMMITTEE ON NOMINATIONS AND**
3 **LEADERSHIP DEVELOPMENT**
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5 **Section 1.** A committee on nominations and leadership development consisting of three (3) or
6 five (5) members shall be elected by ballot at the fall Board of Directors meeting in odd-
7 numbered years. (Refer to Article XIII, Section 1.)
8

9 **Section 2.** Three alternates will be elected, representing three different areas.
10

11 **Section 3.** No member of the Board of Directors shall be eligible to serve consecutively as a
12 member of the Committee on Nominations and Leadership Development.
13

14 **Section 4.** Representatives of cooperating agencies shall not be eligible to serve on the
15 Tennessee PTA Committee on Nominations and Leadership Development.
16

17 **Section 5.** The committee shall choose its own chairman.
18

19 **Section 6.** The committee shall consider the qualifications of all candidates for elected offices
20 proposed by any member. Names submitted to the committee shall be accompanied by a
21 statement of qualifications and received by the committee by November 1st of the year prior to
22 the election year.
23

24 **Section 7.** The committee shall meet no later than February. The committee shall submit one
25 name for each position to be filled. No name shall be placed in nominations without the written
26 consent of the nominee. Additional nominations may be made from the floor. Nominees from
27 the floor must have given 20 days' notification before the beginning of the annual meeting of
28 their intent to run. Notification must be given in writing to the Tennessee PTA President. The
29 President shall inform within 24 hours of the nominees from the Nominations and Leadership
30 Development committee. A vacancy in the slate of officers may be filled by nominations from
31 the floor without prior notification providing the nominee has submitted their resume of
32 qualifications at the beginning of the annual meeting.
33

34 **Section 8.** The report of the committee shall be read at the annual meeting, published in the
35 association's newsletter at least thirty (30) days prior to the elections, and posted on the
36 association's website at least thirty (30) days prior to the election.
37

38 **Section 9.** The committee shall prepare a list of nominations for committee chairmanships to be
39 filled and obtain the consent of each nominee. The Committee on Nominations and Leadership
40 Development shall present the list to the President and President-elect thirty (30) days prior to
41 the opening date of the annual meeting. Immediately following the election, the committee will
42 present a list of the chairman nominations to the newly elected Executive Committee.
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ARTICLE IX: DUTIES OF OFFICERS

10 **Section 1.** All officers shall be members of local units in Tennessee and shall perform the
11 duties prescribed by these bylaws, the standing rules, the job descriptions, and the parliamentary
12 authority adopted by the Tennessee PTA.

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Section 2. President

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- 23 a. The President shall preside at all meetings of the Tennessee PTA, the Board of Directors,
24 and the Executive Committee. The President shall appoint all special committees, except
25 as specified otherwise in these bylaws, with the approval of the Executive Committee.
26 The President shall be an ex-officio member of all committees except the Nominating
27 and Leadership Development Committee.
 - 28 b. The President shall select a Parliamentarian to serve at the annual meeting, at the
29 Executive Committee and Board of Directors meetings, and at such other meetings as the
30 President may designate. At the discretion of the President, the Parliamentarian shall
31 serve as parliamentary advisor to the committee on bylaws. The selection of
32 Parliamentarian is subject to approval by the Executive Committee.

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Section 3. President-elect

In the absence or inability of the President to discharge the duties of the office, such duties shall
be performed by the President-elect. The President-elect shall perform such duties as assigned
by the President, the Executive Committee, or the Board of Directors, and shall be an ex-officio
member of the Bylaws and Budget Committees.

Section 4. Vice Presidents

- a. The Vice President of Advocacy shall be responsible for coordinating the work of the
standing and special committee chairmen as determined by the Tennessee PTA Standing
Rules or by the Tennessee Board of Directors and shall encourage a continuous appraisal
of the quality of education in public schools.
- b. The Vice President of Membership shall be responsible for coordinating the work of the
standing and special committee chairmen as determined by the Tennessee PTA Standing
Rules or by the Tennessee PTA Board of Directors and shall promote, recruit, and
oversee membership.
- c. Perform such other duties as may be provided for by these bylaws, the standing rules,
prescribed by the parliamentary authority, or directed by the Board of Directors, or
Executive Committee.
- d. The Vice Presidents, in this order, Vice President of Advocacy, Vice President of
Membership, shall preside at meetings in the absence of both the President and the
President-elect.

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Section 5. Secretary

- a. The Secretary shall prepare minutes for the meetings of the membership, Board of Directors and Executive Committee.
- b. Conduct such correspondence as the Board of Directors shall direct.
- c. Perform such other duties as may be provided for by these bylaws, the standing rules, prescribed by the parliamentary authority, or directed by the Board of Directors, or Executive Committee.

Section 6. Treasurer

- a. Keep a full and accurate account of the receipts and disbursements in books belonging to the Tennessee PTA.
- b. Render a written statement of accounts to the Board of Directors at each meeting and at the request of the President shall make an audited report at the annual meeting.
- c. The accounts of the Treasurer shall be audited by a certified public accountant recommended by the President and approved by the Budget Committee.
- d. Disbursement of funds shall be by bonded officers only: President, President-elect, and/or Treasurer. The funds of the Tennessee PTA shall be disbursed only in accordance with the budget approved by the Board of Directors or pursuant to an appropriation especially made by the Board of Directors.
- e. Two signatures shall be required on all checks.
- f. Perform such other duties as may be provided for by these bylaws, the standing rules, prescribed by the parliamentary authority, or directed by the Board of Directors, or Executive Committee.

ARTICLE X: BOARD OF DIRECTORS

Section 1. The members of the Board shall be:

- a. Elected Officers,
- b. Chairmen of standing and special committees.
- c. Region Directors.
- d. The Parliamentarian shall be allowed to vote when a ballot vote is used to fill a vacancy on the Board.
- e. Immediate Past President.
- f. Any Tennessee member of the National PTA Board of Directors as an ex-officio member, and
- g. Consultants/cooperation agencies (non-voting member(s)).

1 **Section 2.** The Board of Directors shall have all authority over the affairs of the Tennessee
2 PTA during the interim between annual meetings, except that of modifying any action taken by
3 the annual meeting or the authority vested in the Executive Committee. The Board of Directors
4 shall have authority to adopt rules for the transaction of business, provided they do not conflict
5 with these bylaws.

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7 **Section 3.** The duties of the Board shall be:
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- 9 a. Set policy, goals, and strategic direction of the association.
- 10 b. Present all committee recommendations to the Board of Directors for approval.
- 11 c. Settle any questions of doubt regarding the organization and recognition of local units.
- 12 d. Perform such other duties as may be provided for by these bylaws, the standing rules, the
13 job descriptions, prescribed by the parliamentary authority, or directed by the Board of
14 Directors, or Executive Committee.

15
16 **Section 4.** All members serving on the Board of Directors shall support and comply with the
17 Tennessee PTA statements of policy and these bylaws. A member of the Board of Directors
18 must possess and exemplify the integrity and ethical characteristics that are expected as a
19 representative of Tennessee PTA.

20
21 **Section 5.** If any member of the Board of Directors shall at any time cease to meet the
22 qualifications or fulfill the duties of the position as outlined in these bylaws, job description(s),
23 or the current standing rules, violates the basic policies, misrepresents the positions of the
24 association, or acts in any other way detrimental to the philosophy and purposes of the
25 association, that person may be removed from the Board in the following manner:

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27 a. A resolution adopted by the Executive Committee,
- 28 b. An opportunity for the member in question to address the Executive Committee,
- 29 c. A seven (7) day notice issued via certified mail to the board member in question prior to
30 the meeting of the Executive Committee, and
- 31 d. A two-thirds vote of the Executive Committee members, present and voting, is required
32 for removal.

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34 **Section 6.** Each member of the Board of Directors shall hold membership in a local unit of the
35 Tennessee PTA.

36
37 **Section 7.**
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- 39 a. Regular meetings of the Board of Directors shall be held in the summer, fall and before
40 each annual meeting. Regular meetings may be conducted by use of any means of
41 communication by which all directors participating may simultaneously hear each other
42 during the meeting. A director participating in a meeting by this means is deemed to be
43 present at the meeting.

- b. Special meetings of the Board of Directors shall be called by the President or shall be called upon written request of one-third of the members of the board. A minimum of five (5) days' notice of a special meeting shall be given. Special meetings may be conducted by conference call, teleconference, or other electronic media as permitted by applicable law.
- c. In the event of an emergency or disaster, a scheduled meeting of the Board of Directors may be postponed and rescheduled by the President.

Section 8. A quorum of the Board of Directors shall be a majority of the members of the Board currently in office, with at least two members who are not members of the Executive Committee.

ARTICLE XI: EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be:

- a. Elected officers
- b. Parliamentarian (non-voting member)
- c. Immediate Past President (non-voting advisory member)
- d. Any Tennessee member of the National PTA Board of Directors (non-voting advisory member(s))

Section 2. The Executive Committee shall:

- a. Meet in regular session immediately before each meeting of the Board of Directors. Executive Committee meetings shall be conducted by use of any means of communication by which all participating may simultaneously hear each other during the meeting. All participating in a meeting by this means are deemed to be present in person at the meeting.
- b. Meet in special session at the call of the President or upon request of three (3) members of the committee, provided three (3) days' notice is given. A meeting of the Executive Committee may be held under emergency conditions if a quorum of the Executive Committee is present for the scheduled Board of Directors meeting.

Section 3. Quorum

A majority of the total number of voting members of the Executive Committee shall constitute a quorum.

Section 4. The Executive Committee shall:

- a. Perform the duties delegated in these bylaws and the standing rules;
- b. Transact all business referred to it by the Board of Directors and shall take decisive action in emergencies, provided the action of the committee does not conflict with that of the Board of Directors or of the Tennessee PTA;
- c. Review and submit all recommendations to the Board of Directors;

- d. Employ the professional staff to direct the activities of the state office, under the general supervision of the President, authorized other positions necessary to perform the work of the Tennessee PTA, fix the salaries, and make provisions for the welfare and security of all office personnel;
- e. Determine the amount and authorize payment of fidelity bonds for the Treasurer and all other persons authorized to handle funds for the Tennessee PTA;
- f. Create the Program for the annual meeting of the Tennessee PTA;
- g. Decide questions of cooperation with other state organizations and agencies; and
- h. Meet in Executive Session when deemed necessary.

Section 5. Executive Committee-Elect

As soon as possible after the election of state officers, the incoming President shall call a meeting of the Officers-elect and the current President to approve the appointment of a Parliamentarian, to elect the chairmen of standing committees, to elect the Region Directors, and to plan the orientation and first board meeting of the administration.

ARTICLE XII: AREAS

The Tennessee PTA shall be divided into three (3) areas:

- a. The Eastern Area – comprised of First Tennessee Region and East Tennessee Region
- b. The Central Area – comprised of Upper Cumberland Region, Mid-Cumberland Region, South Central Region and Southeast Region.
- c. The Western Area – comprised of Northwest Region, Southwest Region, and Memphis-Delta Region.

ARTICLE XIII: STANDING AND SPECIAL COMMITTEES

Section 1. All committees should include representatives of the three (3) areas of the state (as defined in Article XII).

Section 2. Such standing committees may be created by the President with the approval of the Executive Committee as shall be found necessary to carry on the work of the Tennessee PTA through its various departments.

Section 3.

- a. No chairman shall be eligible for more than two consecutive (2-year) terms in the same chairmanship, except representatives from Cooperating Agencies.
- b. A chairman of a standing committee having served more than one-half (1/2) of a term shall be credited with having served that complete term.

1 **Section 4.** Each standing committee shall consist of the state chairman as approved by the
2 Executive Committee and such other members as appointed by the President in keeping with
3 these bylaws. The work of these committees may be carried on by mail and/or electronic
4 communications.

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6 The chairmen of standing committees shall submit plans of work to the Executive Committee. If
7 a chairman fails to submit a plan of work, that chairmanship shall be declared vacant.

8
9 **Section 5.** Special committees may be created to further the work of the Tennessee PTA as
10 deemed necessary by the President, upon the approval of the Executive Committee.

11
12 **Section 6.** A vacancy in a chairmanship shall be filled for the unexpired term by a person
13 elected by the Executive Committee. Anyone wishing to be considered for a vacancy shall
14 submit their name and biographical information to the President. Election shall be by ballot if
15 there is more than one nominee. With a five (5) day notice of election given to the committee, a
16 majority vote shall elect; otherwise, a two-thirds vote of the members voting shall be necessary.

17
18 **Section 7.** No material or form letter shall be sent out without the approval of the President or
19 the state officer designated by the President for such duty.

20 21 **ARTICLE XIV: REGIONS**

22
23 **Section 1.** The Tennessee PTA shall organize its counties into regions. The number of counties
24 and boundaries of the regions shall be determined by the Board of Directors.

25 26 **Section 2.**

- 27
28 a. The status of the organization as a region shall be subject to termination under the
29 circumstances provide in the bylaws of the Tennessee PTA.
30 b. The region, upon termination, is obligated to:
31 1. Yield up and surrender all its books and records to the Tennessee PTA;
32 2. Cease and desist from further use of any name that implies or connotes
33 association with the Tennessee PTA; and
34 3. Carry out promptly, under the supervision and direction of the Tennessee PTA, all
35 proceedings necessary or desirable for the purpose of dissolving the region.

36 **Section 3.** A vacancy occurring in the office of Region Director shall be filled for the unexpired
37 term by a person elected by the Executive Committee. Anyone wishing to be considered for a
38 vacancy shall submit their name and biographical information to the President.

39 40 **#ARTICLE XV: COUNCILS**

41
42 **Section 1.** Three or more local units, hereinafter called local PTAs/PTSAs, in a city, county, or
43 area may be organized into a council for the purpose of conference and leadership training, and

1 coordination of the efforts of local PTAs only. Only PTAs/PTSAs shall be members of a
2 council. Council bylaws shall be approved by the Tennessee PTA Board of Directors or by a
3 person or persons to whom the work is delegated. Councils shall not dictate to local units.
4 Council Presidents or their elected alternates are voting members of the state annual meeting.
5

6 **Section 2.** The Purpose of a Council is to:

- 7
- 8 #a. Unify and strengthen local PTAs/PTSAs comprising the Council PTA;
- 9 #b. Provide for the cooperation of the local PTAs/PTSAs in the Council in order to
10 promote the interest of children, to encourage programs or projects in the various
11 PTA units which will carry out the Mission and Purposes of PTA, and to assist in
12 the formation of new PTAs/PTSAs according to the plan of the Tennessee PTA; and
13 #c. Promote the interest of the Tennessee PTA and of the National PTA.
14

15 **Section 3.** The amount of the council portion of each member's dues shall be determined by the
16 council. The council can choose to charge a local PTA/PTSA a fee for membership for the
17 council instead of defining a portion of each member's dues.
18

19 **Section 4.** Councils shall not be required to pay state or national dues. All local PTAs/PTSAs
20 within the boundaries of a council may be members of the council.
21

22 **Section 5.** Each local unit in membership with the council may be represented at meetings of the
23 council by the President or alternate and the duly accredited delegates or alternates. Each local
24 PTA/PTSA unit shall be eligible for an equal number of delegates regardless of the size of the
25 unit.
26

27 **Section 6.** Relationship with the Tennessee PTA and the National PTA.

- 28
- 29 a. The council is a constituent organization of the Tennessee PTA. It is organized and
30 chartered under the authority of the Tennessee PTA. (Article V, Section 6)
- 31 b. The bylaws of the council are subject to the approval of the Tennessee PTA and may not
32 conflict with the bylaws of the Tennessee PTA or the bylaws of the National PTA.
- 33 c. The council shall keep such permanent books of account and records as shall be sufficient
34 to establish the items of gross income, receipts and disbursements of the council,
35 including specifically the number of members in each local unit and the dues collected
36 from them. Such books of account and records shall at all reasonable times be open to
37 inspection by an authorized representative of the Tennessee PTA.
- 38 d. The status of the council shall be subject to termination and its charter as a council shall
39 be subject to withdrawal in the manner and under the circumstance provided in these
40 bylaws for local PTAs/PTSAs in Article XVI, Section 3.
- 41 e. The council is obligated, upon withdrawal of its charter by the Tennessee PTA:

- 1 a. To yield up and surrender all its books and records and all of its assets and property to the
- 2 Tennessee PTA or to such agency as may be designated by the Tennessee PTA or another
- 3 local PTA/PTSA organized under the authority of the Tennessee PTA;
- 4 b. To cease and desist from the further use of any name that implies or connotes association
- 5 with the Tennessee PTA or the National PTA; and
- 6 c. To carry out promptly, under the supervision and direction of the Tennessee PTA all
- 7 proceedings necessary or desirable for the purpose of dissolving the local PTA/PTSA.
- 8

9 **Section 5.** Each officer or board member of a local PTA/PTSA shall be a member of such local
10 PTA/PTSA.

11
12 **Section 6.** Only members of a local PTA who have paid dues for the current membership year
13 may participate in the business of the local PTA.

14
15 **Section 7.** Each local PTA/PTSA shall collect dues from its members and shall remit a portion
16 of such dues to the Tennessee PTA as provided in Article VI hereof.

17
18 **Section 8.** Each local PTA/PTSA shall include in its bylaws provision corresponding to the
19 provisions of state bylaws identified by the pound sign (#).

20
21 **Section 9.** To organize a new PTA/PTSA unit requires a minimum of eight (8) members; to
22 remain a unit in good standing requires a minimum of twenty (20) members.

23
24 **Section 10.** Each local PTA/PTSA shall adopt such bylaws for governance as may be approved
25 by the Tennessee PTA Board of Directors or by a person or persons to whom the work is
26 delegated. The bylaws of each local unit shall be reviewed at least once every five (5) years.

27
28 **Section 11.** A local PTA/PTSA may dissolve in the following manner:

- 29 a. A local unit's executive committee considering recommending to its general association a
- 30 resolution to dissolve must afford the council president, region director or state PTA
- 31 representative an opportunity to speak to the executive committee prior to its taking
- 32 action on such a proposal. If the executive committee then votes to present to its general
- 33 membership a motion to dissolve, it must inform in writing the council President, Region
- 34 Director, the Tennessee PTA President and its general membership at least 30 days prior
- 35 to the next general membership meeting that the resolution to dissolve will be considered.
- 36 No meeting for the purpose of considering the dissolution of a local PTA/PTSA unit shall
- 37 be held during the periods of time when that school is closed for vacation and holidays.
- 38 b. The council President, Region Director or Tennessee PTA representative must be
- 39 afforded the opportunity to speak at that meeting to the membership prior to action being
- 40 taken by them on the proposed resolution to dissolve.
- 41 c. Approval to dissolve requires a two-thirds vote by written ballot, a majority of the
- 42 membership being present. Only those members who are in good standing on the day the
- 43 written notice of the proposal to dissolve is mailed may vote.

- d. Dissolution shall take effect immediately and shall not be postdated. The provisions herein outlined in Article XVI, Section 4, shall take effect immediately.
- e. When a local PTA/PTSA has voted to dissolve in compliance with Article XVI, Section 11, and later wishes to resume activities, it is necessary to reorganize the unit. The same procedure as the organization for a new unit would be followed.
- f. A report shall be filed with the council President and the Region Director or the state office detailing the compliance with the dissolution process.

ARTICLE XVII: STATE ANNUAL MEETING

Section 1. There shall be an annual meeting of the Tennessee PTA, preferably in April (except under conditions set forth in Section 6.) The time and place of the annual meeting shall be determined by the Board of Directors. Official call of such meetings shall be sent to the Board of Directors and to council and local unit Presidents at least sixty (60) days prior to the meeting. Annual meetings shall be conducted by use of any means of communication by which all participating may simultaneously hear each other during the meeting. All participating in a meeting by this means are deemed to be present in person at the meeting.

Section 2. The annual meeting shall be the governing body of the Tennessee PTA.

Section 3. The annual meeting shall be open to all members upon payment of the registration fee of an amount to be determined by the Board of Directors.

Section 4. Seventy-five (75%) percent of the registered voting delegates representing a least four (4) regions shall constitute a quorum.

#Section 5. The voting body of the annual meeting shall be limited to the Board of Directors, Past Presidents, who maintain an active membership, Presidents of councils or their elected alternates, county chairmen in unorganized counties, and accredited delegates from local units. Each local unit in good standing is entitled to representation by the President or an elected alternate and one delegate or alternate; in addition, each local unit in good standing is entitled to one delegate for every 50 members or major fraction thereof, as shown by the official membership records. No delegate is allowed to represent more than one local unit and must have been a member of the local unit at least thirty (30) days prior to annual meeting.

Section 6. Cancellation of Annual Meeting

The Board of Directors, by a two-thirds vote of its members then in office, may cancel or defer any annual meeting when it deems such action to be required by the existence of a national emergency, epidemic or other disaster. Such action may be taken by the President after polling the members of the Board of Directors to the extent reasonably possible under the then existing circumstances. Any annual meeting scheduled to be held during the existence of a civil defense emergency declared by the President of the United States or the current resolution of the

1 Congress of the United States shall automatically be canceled. During the existence of any such
2 civil emergency, the Board of Directors may adopt such measures for the conduct of the affairs
3 of the Tennessee PTA as is deemed to be required, without regard to the restrictions or
4 limitations of these bylaws.

5
6 **Section 7.** Special meetings of the membership may be called by the President or by written
7 request of at least fifty (50) members. Notice and purpose of the special meeting shall be given
8 to all members at least fifteen (15) days prior to the meeting. Special meetings shall be
9 conducted by use of any means of communication by which all participating may simultaneously
10 hear each other during the meeting. All participating in a meeting by this means are deemed to
11 be present in person at the meeting.

12 13 14 **ARTICLE XIX: NATIONAL PTA ANNUAL CONVENTION**

15
16 **Section 1.** State delegates to the national convention shall include the President and President-
17 elect; in addition, it shall include three (3) state board members or their alternates, as funds are
18 available. The three (3) delegates and their alternates representing the Board of Directors shall be
19 elected by the Board of Directors. One person shall be chosen from each area of the state, and
20 no one shall be chosen to serve as a delegate in consecutive years. In the event that the elected
21 delegate is not returning to the Board of Directors, the alternate shall serve as the delegates. If
22 the alternate is also not returning to the Board then a representative from the area, who will be on
23 the Board, will be selected by the President to attend. Priority consideration will be given to the
24 incoming President-elect.

25
26 **Section 2.** The President shall designate all other national convention attendees from the state of
27 Tennessee following procedures and requirements as determined by National PTA. This
28 designation process does not imply convention-related financial obligations on behalf of
29 Tennessee PTA.

30 31 **#ARTICLE XX: FISCAL YEAR**

32
33 The fiscal year of the Tennessee PTA shall be July 1 through June 30.

34 35 36 **#ARTICLE XXI: PARLIAMENTARY AUTHORITY**

37
38 The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern
39 the Tennessee PTA and its constituent organization in all cases in which they are applicable and
40 in which they are not in conflict with these bylaws, the National PTA Bylaws, special rules of
41 order or the Articles of Incorporation.

ARTICLE XXII: AMENDMENTS

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Section 1. These bylaws may be amended either at an annual meeting or at a called special meeting of the membership by a two-thirds vote of those present and voting provided the amendments have been approved by the Board of Directors and notice of proposed amendments has been provided to constituent organization thirty (30) days prior to the opening day of annual meeting or special meeting of the membership.

#Section 2. The adoption of an amendment to any provision of the bylaws of the Tennessee PTA identified by a pound sign (#) shall serve automatically and without the requirement of further action by the local PTA/PTSA to amend correspondingly the bylaws of each local PTA/PTSA.

Section 3. The Executive Committee or the Board of Directors by a majority vote may authorize the Committee on Bylaws to submit a revised set of bylaws as a substitute for the existing bylaws.