

## Article I – Name

The name of this association is Free State PTA Corp., a constituent association of the National Congress of Parents and Teachers. This association shall be referred to as “Free State PTA” and shall be governed by the Corporations and Associations Article of the Code of Maryland. Throughout these bylaws the word “county” is understood to mean the 23 Maryland counties plus Baltimore City.

## Article II: Purposes

**Section 1 – Objectives.** The purposes of Free State PTA, consistent with the purposes of National PTA, are:

- A. To promote the welfare of children and youth in home, school, places of worship and throughout the community;
- B. To raise the standards of home life;
- C. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
- D. To promote the collaboration and engagement of families and educators in the education of children and youth;
- E. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and,
- F. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

**Section 2. Awareness.** The purposes of Free State PTA are promoted through advocacy and education in collaboration with parents, families, teachers, educators, students, and the public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic principles set forth in Article III.

**Section 3. Federal Status.** The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).

## Article III – Principles

The basic principles of Free State PTA, consistent with the basic principles of National PTA, are:

- A. The association shall be noncommercial, nonsectarian, and nonpartisan.
- B. The association shall work to engage and empower children, families, and educators within schools and communities to provide quality education for all children and youth, and shall seek to participate in the decision-making process by influencing school policy and advocating for children’s issues, 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 association shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among families, schools, and the community at large.

- D. Commitment to inclusiveness and equity, knowledge of PTA, and professional expertise shall be guiding principles for service in this association.

## **Article IV: Constituent Associations**

**Section 1. State PTA.** Free State PTA is a state constituent of National PTA and shall abide by the National PTA bylaws and policies.

**Section 2. Local PTAs.** The Free State PTA Board of Directors shall establish procedures for the organization and chartering of local PTAs within the state of Maryland. Any local PTA that was organized as a Parent Teacher Association (PTA) or Parent Teacher Student Association (PTSA) by the former Maryland Congress of Parents and Teachers shall be considered a constituent association, pursuant to these bylaws, upon the completion of the qualifications to become a local PTA on or before June 1, 2022.

**Section 3. Other Divisions.** The Free State PTA Board of Directors may determine and set requirements for the organization and chartering of council PTAs and other divisions of Free State PTA. Any council PTA or other PTA division that was organized by the former Maryland Congress of Parents and Teachers shall be considered a constituent association, pursuant to these bylaws, upon the completion of the qualifications to become a council PTA or other division on or before June 1, 2022.

**Section 4. Group Exemption.** No local PTA, council or other division shall be required to relinquish its part in the group exemption held by the former Maryland Congress of Parents and Teachers as a prerequisite to becoming qualified as a constituent of the Free State PTA.

### **Section 5. Governance.**

- A. The Free State PTA Board of Directors shall determine policies and procedures for the constituent associations within Maryland, including standards of affiliation to set “good standing” requirements, revocation of charter, dissolution, and other policies as may become necessary.
- B. The adoption of an amendment to any provision of the National PTA Bylaws applying to constituent associations shall, automatically and without further action, amend the bylaws of Free State PTA and all of its constituent associations, if applicable. Notice of the amendment shall be provided to constituent associations.

**Section 6. Records Retention.** Free State PTA and constituent associations shall keep such permanent books of account and records (including approved meetings minutes) as shall be sufficient to establish the items of gross income, receipts and disbursements of the association including, specifically, the number of its members and the dues collected and remitted to National PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the National PTA and/or Free State PTA.

**Section 7. Dissolution.** In the event of the dissolution of any Free State PTA constituent association, this association, after paying or adequately providing for the debts and obligations of the association, shall distribute to Free State PTA its financial holdings, property, all records, and all remaining assets in order to service the state membership.

## **Article V: Members and Dues**

**Section 1. Nondiscrimination.** Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the mission, purposes, and principles of National PTA and pays dues as required

in these bylaws.

**Section 2. Membership Year.** Individuals may join annually. The membership year shall be July 1 through June 30.

**Section 3. Dues.** Each individual shall become a member of a local PTA that is a constituent association of the Free State PTA. Each member shall pay annual dues as determined by the local PTA. The local dues shall include the local, state, and national PTA portions, as well as the council PTA dues, if applicable. The state PTA portion is recommended by the board of directors and approved by a two-thirds vote of the voting body at a Free State PTA Annual Meeting.

**Section 4. Membership List.** Free State PTA shall maintain a list of local constituent association leaders and members with current, accurate contact information, which shall be shared with National PTA.

## Article VI – Officers

**Section 1. Officers.** The officers of Free State PTA shall be a president, a president-elect, a vice president for leadership, a vice president for advocacy, a vice president for membership, a vice president for field service, a secretary, and a treasurer. No individual may serve simultaneously in more than one capacity as an officer.

**Section 2. Eligibility.** The following provisions shall govern the eligibility of individuals to be officers of Free State PTA.

- A. Each officer shall be a current member of an active local PTA chartered by Free State PTA.
- B. Each officer shall reside in the state of Maryland.
- C. To be eligible for the office of president-elect, a member shall have served at least one term on the Free State PTA Board of Directors before assuming office.
- D. **Neither holds nor announces candidacy to any elected office.**

**Section 3. Term of Office.** The term of office for each officer shall be two (2) years or until the officer's successor is elected or until the officer's resignation or removal. Officers shall assume office immediately following the close of the meeting at which they are elected.

**Section 4. Term Limitations.** The president and the president-elect shall not serve a second term in the same office. All other officers may not serve more than two (2) consecutive full terms in the same office. A person who has served in an office for more than one-half (1/2) a full term shall be deemed to have served a full term in that office.

### Section 5. Vacancy.

- A. A vacancy in any office except that of the president or president-elect shall be filled by election with an affirmative vote of a majority of the board of directors then in office. Election shall be by ballot. If there is only one candidate for the vacancy, the ballot may be by voice vote. Notice of filling the vacancy shall be given in the call to the meeting at which the election shall take place.
- B. A vacancy in the office of president shall be filled by the president-elect. The president-elect shall be entitled to continue in the presidency for the following term providing not more than one-half (1/2) of a full term as president has been served.
- C. A vacancy in the office of president-elect shall be filled by election at the next annual meeting by the voting body. In the interim, duties of the president-elect shall be delegated by the president.

- D. If a vacancy exists in offices of both the president and president-elect, the board of directors shall fill the vacancy in the office of president by election for the balance of the term. The office of president shall be filled by the board of directors with a current officer or board member who was elected by the voting body at an annual meeting. If no eligible candidate is available or consents, a special meeting of the members shall be called to fill the vacancy, which may occur in an even- or odd-numbered year.

## **Section 6. Removal and Resignation.**

- A. **Removal.** An officer may be removed by an affirmative vote of two-thirds (2/3) of the board of directors then in office if the board of directors, in its judgement, finds that the best interests of Free State PTA shall be served. This action shall take place only at a meeting called for the purpose of removing the officer, and the meeting notice, sent at least ten (10) days in advance of the meeting, shall state that the purpose, or one of the purposes, of the meeting is removal of the officer.
- B. **Resignation.** Any officer may resign at any time by delivering a written resignation to the Free State PTA President and Secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. If the president wishes to resign, he/she shall submit a letter of resignation to the board of directors.

**Section 7. Duties of Officers.** The officers shall perform the duties as prescribed for the office in or by applicable federal or state statutes, these bylaws, adopted procedures, the association, the board of directors, or the parliamentary authority.

- A. **President.** The president shall:
1. preside at all meeting of the board of directors, executive committee, and the association;
  2. appoint board and committee positions, subject to the approval of the board of directors unless otherwise provided in these bylaws;
  3. appoint the two (2) youth representatives, subject to the approval of the board of directors;
  4. serve as ex-officio member of all committees except the nominating committee;
  5. coordinate the work of the board of directors and committees;
  6. serve as the representative to the National PTA's National Constituent Association Advisory Council; and
  7. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- B. **President-Elect.** The president-elect shall:
1. serve as a member of the board of directors;
  2. serve as a member of the advocacy, finance, and leadership committees;
  3. chair the governance committee;
  4. perform the duties of the president in the event the president is absent or temporarily unable to execute the duties of the office; and

5. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- C. **Vice President for Leadership.** The vice president for leadership shall:
1. serve as a member of the board of directors;
  2. chair the leadership committee; and
  3. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- D. **Vice President for Advocacy.** The vice president for advocacy shall:
1. serve as a member of the board of directors;
  2. chair the advocacy committee;
  3. serve as the federal legislative chair; and
  4. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- E. **Vice President for Membership.** The vice president for membership shall:
1. serve as a member of the board of directors;
  2. chair the membership committee; and
  3. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- F. **Vice President for Field Service.** The vice president for field service shall:
1. serve as a member of the board of directors;
  2. chair the field service committee; and
  3. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- G. **Secretary.** The secretary shall:
1. serve as a member of the board of directors;
  2. record and maintain the minutes of all meetings of the board of directors, executive committee, and the general membership;
  3. send, or cause to be sent, notice of meetings of the members and of the board of directors; and
  4. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.
- H. **Treasurer.** The treasurer shall:
1. serve as a member of the board of directors;
  2. serve as the custodian of all of funds of the association, maintaining a complete and accurate account of all financial records;
  3. submit a proposed annual budget to the board of directors;

4. report the financial status of the association in writing to the board of directors at every meeting and to the membership during the annual meeting;
5. prepare and file, or cause to be filed, the IRS Form 990 Return of Organization Exempt from Income Tax;
6. prepare, or cause to prepare, accounts for audit annually;
7. chair the finance committee; and
8. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors or the association.

## Article VII – Nominations and Elections

### Section 1. Nominating Committee.

- A. The nominating committee shall be activated with their election in 2022 to complete the duties herein for the 2023 election unless needed prior to that time to nominate a candidate to fill a vacancy at a special meeting of the members. **Composition.** The nominating committee is a special committee that shall consist of five (5) members, no more than one (1) of whom may be from the board of directors. No two (2) members of the nominating committee shall be from the same county. No individual shall serve as a member of the nominating committee for two consecutive terms or be eligible to be nominated by the committee or run for election to the board of directors while serving on the committee. A vacancy on the nominating committee shall be filled by an election by the board of directors.
- B. **Election of Members.** The board of directors shall elect the members of the nominating committee by ballot at a meeting held no later than **October 1** in odd-numbered years. The election shall be by plurality vote. The nominating committee shall elect its own chair.
- C. **Term.** The committee members shall serve until the presentation of the slate of officers and directors-at-large at the next odd-year annual meeting.
- D. **Duties.** The nominating committee:
  1. shall meet no later than March 1 in odd-numbered years or as otherwise needed to nominate a candidate to fill a vacancy at a special meeting of the members;
  2. shall consider all candidates for elected positions whose names and qualifications are received by the committee chair by January 15 in odd-numbered years;
  3. may consider additional candidates during their deliberation if no qualified candidate applies by the **January 1**;
  4. shall obtain written consent of each candidate prior to placing the name in nomination; and
  5. shall submit only one name for each position to be filled.
- E. **Report.** The nominating committee shall publicize, or cause to be publicized, the report no later than April 1 in odd-numbered years.

**Section 2. Nominations from the Floor.** Every candidate intending to run from the floor shall give notice in writing to the Free State PTA President and Secretary by completing and submitting the published “Notice of Intent to Run for Free State PTA Elected Office” form and shall be a current member of a Free State PTA local constituent association in good standing at the time notice is given.

- A. Prior to the annual meeting in odd-numbered years, notice of intent to run must be received no later than May 1.
- B. For an election held at the annual meeting in even-numbered years, notice of intent to run must be received no later than the later of May 1 or 30 days after publication of notice of a vacancy requiring an election.
- C. For a special meeting called to hold an election, notice of intent to run must be received no later than 30 days before the special meeting.
- D. The names of the nominees from the floor will be added to the notice for the annual or special meeting and the notice will be published, or republished if previously published.

PROVISO: Publication of the notice of intent to modify the bylaws to permit nominations from the floor for the special election needed at the 2022 annual meeting is deemed sufficient, upon adoption of this bylaws provision, to enable nominations from the floor for candidates giving the Free State PTA President and Secretary notice in writing of intent to run by completing and submitting the published “Notice of Intent to Run for Free State PTA Elected Office” form no later than 30 days after the publication of the notice.”

### **Section 3. Election.**

- A. The nominating committee shall present the slate of officers and directors-at-large at the annual meeting, at which time additional nominations may be made from the floor.
- B. The vote shall be conducted by ballot and a majority vote shall elect. If there is no more than one (1) nominee for an elected position, the nominee shall be declared elected.

## **Article VIII – Board of Directors**

**Section 1. Authority.** The board of directors shall have full power and authority over the affairs of Free State PTA between annual meetings, except as otherwise provided in the Corporations and Associations Article of the Code of Maryland, the Articles of Incorporation, or these bylaws.

**Section 2. Composition.** Composition. The members of the board of directors shall be the officers, two (2) directors-at-large, the chairs of the standing committees, and two (2) youth representatives. No board member may simultaneously hold any two of these positions. The minimum required number of directors shall be three (3).

### **Section 3. Eligibility.**

- A. Each member of the Free State Board of Directors shall:
  1. subscribe to, believes in and supports the mission, purposes and policies of National PTA and Free State PTA;
  2. be a current member of an active local PTA chartered by Free State PTA or agree to join the association promptly if not a current member at the time of election or appointment, unless otherwise provided in these bylaws with the provision that the board members elected or

- appointed in 2021 shall be members of a local PTA in Maryland for the 2020-2021 membership year;
3. receive no compensation or honoraria from the association except reimbursement for reasonable expenses as set forth in Free State PTA policies and procedures;
  4. have no financial interest, direct or indirect, in any transaction made by the association without the approval of the board of directors;
  5. have met the criteria or be committed to meeting the criteria of service as established by the board of directors; and
  6. reside in the state of Maryland.
- B. The two (2) directors-at-large shall be eligible for election based on membership, one (1) of whom shall be a member of a local PTA from an area supported by a council PTA at the time of election and one (1) of whom shall be a member of a local PTA from an area not supported by a council PTA at the time of election.
- C. Youth representatives shall be at least 17 years old but no more than 21 years old at the time of appointment.

**Section 4. Term of Office.** The term of office for each member of the board of directors except for the youth representatives shall be two (2) years or until a successor is elected or appointed or until the director's resignation or removal. Youth representatives shall serve a term of one (1) year.

**Section 5. Term Limitations.** No member of the board of directors shall be eligible to serve more than two (2) consecutive terms in the same office. A board member who has served more than one-half (1/2) of a term shall be credited with having served that term.

**Section 6. Duties.** The duties of the board shall be to:

- A. provide the strategic direction and strategic management of Free State PTA;
- B. review and act on reports and recommendations of committees;
- C. approve the annual budget;
- D. create committees as necessary for the work of the association;
- E. approve board and committee appointments as recommended by the president;
- F. elect members of the nominating committee
- G. approve public policy and legislative priorities;
- H. establish Free State PTA policies and strategic plan;
- I. fill vacancies as prescribed in the bylaws;
- J. respond to the constituent associations' needs; and
- K. perform the duties as prescribed for the board of directors in these bylaws, in adopted procedures, in applicable state statutes, and in the adopted parliamentary authority.

**Section 7. Meetings.**

- A. **Regular.** Regular meetings of the board shall be held at least four (4) times during the fiscal year as determined by the board of directors. Notice of the time and place of each regular meeting shall be given at least ten (10) days prior to the meeting.



- B. **Special.** Special meetings of the board may be called by the president or when requested by a majority of the board members then in office upon three (3) days written notice to each member of the board.
- C. **Quorum.** A majority of the members of the board of directors then in office shall constitute a quorum.
- D. **Action at Meetings.** When a quorum is present at any meeting, the vote or concurrence of a majority of the directors present shall be the act of the board of directors, except to the extent that a greater proportion is required by law, by the Articles of Incorporation, the parliamentary authority, or by these bylaws.
- E. **Action without Meeting.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the directors in a meeting and shall be filed with the minutes.

**Section 8. Vacancy.** A vacancy on the board shall be filled by election with an affirmative vote of a majority of the board of directors then in office, unless otherwise provided in these bylaws. Election shall be by ballot. If there is only one (1) candidate for the vacancy, the ballot may be by voice vote. Notice of filling the vacancy shall be given in the call to the meeting at which the election shall take place.

## **Section 9. Removal and Resignation.**

### **A. Elected or Appointed Board Members.**

- 1. A director elected by the members, other than an officer, may be removed by a majority vote of the members.
- 2. A director elected or appointed by the board of directors, other than an officer, may be removed with a two-thirds vote by the board of directors then in office. This action shall take place only at a meeting called for the purpose of removing the director, and the meeting notice, sent at least ten (10) days in advance of the meeting, shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

- B. **Resignation.** Any board member may resign at any time by delivering a written resignation to the Free State PTA President and Secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

## **Article IX – Executive Committee**

**Section 1. Composition.** The executive committee of Free State PTA shall be composed of the eight (8) officers and the two (2) directors-at-large.

**Section 2. Duties.** The executive committee shall:

- A. transact such business as referred by the board of directors and act in emergencies in accordance with the policies of the association;
- B. submit to the board of directors such recommendations as necessary to further the mission of the association;

- C. employ the professional staff to implement the actions of the board of directors;
- D. approve the employee job descriptions and handbook;
- E. review and approve contracts, in accordance with the approved budget;
- F. approve plans of work of board members, in accordance with the approved budget; and
- G. provide a report at each meeting of the board of directors.

### **Section 3. Meetings.**

- A. **Regular.** Regular meetings of the executive committee shall be held regularly during the fiscal year at times and dates determined by the president.
- B. **Special.** Special meetings may be called by the president or when requested by a majority of the executive committee members then in office upon three (3) days written notice to each member of the board.

**Section 4. Quorum.** A majority of the members of the executive committee then in office shall constitute a quorum.

## **Article X – Committees**

**Section 1. Standing Committees.** The standing committees of Free State PTA shall be advocacy, field service, finance, governance, leadership, membership, and programs.

- A. **Creation.** Standing committees may be created by the board of directors as deemed necessary to promote and accomplish the work of the association.
- B. **Composition.** Each standing committee shall consist of a chair and at least four (4) members appointed by the president and subject to approval of the board of directors, unless otherwise provided in these bylaws. Committees may include non-board members, unless otherwise provided in these bylaws. Subcommittees may include non-committee members.
- C. **Ex-Officio Members.**
  - 1. The president shall be ex-officio a member of all committees except the nominating committee.
  - 2. The chair of each standing committee shall be ex-officio a member of all subcommittees of that committee.
- D. **Eligibility.** Each committee member shall be a member of a local PTA.
- E. **Duties.** All committees shall report to the board of directors and shall be responsible to the president between meetings of the board. Any action recommended by a committee shall be subject to approval by the board of directors.
  - 1. **Advocacy Committee.** This committee shall:
    - a. consist of the vice president for advocacy, who shall serve as chair, the president-elect and at least three (3) additional members; and
    - b. review the advocacy program of Free State PTA and make recommendations concerning the program to the board of directors.
  - 2. **Field Service Committee.** This committee shall:
    - a. consist of the vice president for field service, who shall serve as chair, a

- representative from each council PTA, and a representative from each county not represented by a council PTA where local PTAs exist, with no less than fifteen (15) members; and
- b. develop and evaluate strategies for effective service delivery to all Free State PTA constituent associations.
3. **Finance Committee.** This committee shall:
    - a. consist of the treasurer, who shall serve as chair, the president-elect and three (3) additional members from the board of directors; and
    - b. prepare and present the annual budget for board approval, monitor income and expenditures, and recommend an auditing firm.
  4. **Governance Committee.** This committee shall:
    - a. consist of the president-elect, who shall serve as chair, and at least three (3) additional members; and
    - b. approve local and council PTA bylaws; review and recommend policies; review submitted and originate proposed amendments to the bylaws of Free State PTA and its constituents; and submit proposed amendments to the bylaws of Free State PTA to the board of directors with the committee's recommendations for action.
  5. **Leadership Committee.** This committee shall:
    - a. consist of the vice president for leadership, who shall serve as chair, the president-elect and at least three (3) additional members; and
    - b. coordinate, develop and implement training strategies and evaluate effectiveness of leadership development practices.
  6. **Membership Committee.** This committee shall:
    - a. consist of the vice president for membership, who shall serve as chair, and at least three (3) additional members; and
    - b. develop and promote membership strategies and evaluate effectiveness of membership tools and resources.
  7. **Programs Committee.** This committee shall:
    - a. consist of an appointed chair and at least three (3) additional members; and
    - b. shall develop and evaluate strategies for the implementation of the National PTA Reflections Program and other programs and resources.
- F. **Term.** The term for committee members, except for the nominating committee, shall correspond to that of the officers.
  - G. **Term Limitations.** No committee member shall be eligible to serve more than two (2) consecutive terms on the same committee. A committee member who has served more than one-half (1/2) of a term shall be credited with having served that term.
  - H. **Vacancy.** The president shall be empowered to fill any vacancies, subject to the approval of the board of directors unless otherwise provided in these bylaws.

## I. Removal and Resignation.

1. **Removal.** A committee member may be removed by an affirmative vote of two-thirds vote of the board of directors then in office.
2. **Resignation.** Any committee member may resign at any time by delivering a written resignation to the Free State PTA President and Secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

**Section 2. Special Committees.** Special committees may be created by the board of directors or the president, subject to the approval of the board of directors.

## Article XI – Meetings

- A. **Section 1. Annual Meeting.** A meeting of the members shall be held annually in July for the purpose of receiving reports and acting on any other business which is properly before the membership pursuant to the Articles of Incorporation or these bylaws. The election of officers and directors-at-large shall occur in odd-numbered years. **Notice.** Notice of the time and place of each annual meeting shall be provided not less than sixty (60) days prior to the date of the opening of the meeting. Notice shall be provided to constituent associations by U.S. mail or other electronic means as the board of directors may designate.
- B. **Voting Body.** The voting body of the annual meeting shall be composed of the following Free State PTA members who have registered in attendance:
  1. Members of the Free State PTA Board of Directors, and
  2. Delegates from the constituent associations:
    - a. local PTA presidents or their alternates;
    - b. council PTA presidents and other division PTA presidents or their alternates;;
    - c. three (3) members of each local PTA in good standing; and
    - d. one (1) additional delegate for every fifty (50) members, or major fraction thereof, of each constituent association in good standing as reported on the records of Free State PTA as of April 1 of each year.
- C. **Voting.** Only the members who make up the voting body at the annual meeting shall have the right to introduce motions, participate in debate, or vote at such annual meeting. There shall be no proxy voting.
- D. **Quorum.** Quorum shall consist of sixty (60) members of the voting body.

**Section 2. Special Meetings.** Special meetings of the members shall be called upon a two-thirds vote of the board of directors then in office, or by written request signed by at least five (5) percent of the members with a notice giving the place, date, time and purpose of the special meeting. The notice of a special meeting of the members shall be mailed to the Free State PTA Board of Directors and presidents of constituent associations at least sixty (60) days prior to the meeting or provided by other electronic means as the board of directors may designate. The voting body at a special meeting of the members shall be those required for an annual meeting.

**Section 3. Emergency Conditions.** In the event of an emergency, epidemic, or other disaster, the board of directors, by two-thirds (2/3) vote of the members then in office, shall have the authority to modify the meeting requirements, as needed.

## **Article XII – National PTA Annual Meeting and Convention**

State delegates to the National PTA convention shall be selected by the Free State PTA Board of Directors pursuant to the bylaws of National PTA.

## **Article XIII – Electronic Meetings and Communication**

**Section 1. Meetings.** Free State PTA and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

**Section 2. Communication.** Unless members indicate otherwise to the board of directors, all communication required in these bylaws, including meeting notices, may be sent electronically.

## **Article XIV – Dissolution**

Upon dissolution of the Free State PTA, or revocation of its charter by National PTA, assets shall be distributed in accordance with the bylaws and policies of National PTA.

## **Article XV – Fiscal Year**

The fiscal year of Free State PTA shall be from July 1 through June 30.

## **Article XVI – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Free State PTA and its constituent associations in all cases in which they are applicable and in which they are not in conflict with Articles of Incorporation, these bylaws, policies, special rules of order, or the Corporations and Associations Article of the Code of Maryland.

## **Article XVII – Amendment of Bylaws**

### **Section 1. Submission of Amendments.**

- A. Amendments to the bylaws may be submitted by the Free State PTA Board of Directors, a standing or special committee of Free State PTA, or a constituent division or its board of directors.
- B. Amendments to be considered at an annual meeting shall be submitted to Free State PTA on or before the stated deadline, with the exception of the Free State PTA Board of

Directors, who may propose amendments at any time provided that the requirement for notice has been met.

1. The deadline for amendments to be considered at an annual meeting is January 1 preceding the annual meeting at which they will be considered.
2. Amendments to be considered at a special meeting of the members shall be submitted to Free State PTA at least sixty (60) days preceding the special meeting at which they will be considered, with the exception of the Free State PTA Board of Directors, who may propose amendments at any time provided that the requirement for notice has been met.

**Section 2. Notice.** Amendments to the bylaws shall be provided at least sixty (60) days prior to the opening of the meeting of members at which they are to be considered and shall be included in the notice of such meeting of members.

**Section 3. Vote Required.** These bylaws may be amended by a two-thirds (2/3) vote of the voting body at an annual meeting or a special meeting of the members provided notice has been given and the amendments approved by the Free State PTA Board of Directors.