

BYLAWS

NORTH CAROLINA CONGRESS OF PARENTS AND TEACHERS, INCORPORATED

A NORTH CAROLINA NON-PROFIT CORPORATION

Amended February 1, 2011 with amendments to become effective on July 1, 2011

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ARTICLE 1

NAME

The name of the organization is **NORTH CAROLINA CONGRESS OF PARENTS AND TEACHERS, INCORPORATED**. It is a merged congress of the original North Carolina Congress of Parents and Teachers and the North Carolina Congress of Colored Parents and Teachers. It is a self governing and independent affiliate of the National Congress of Parents and Teachers. It is commonly known and will be referred to in these Bylaws as "North Carolina PTA" or "NCPTA."

ARTICLE 2

PURPOSES

The Purposes of North Carolina PTA, in common with those of the National 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.

The purposes of National PTA and North Carolina PTA are promoted through an educational program directed toward parents, teachers, and the general public; are developed through conferences, committees, projects and programs; and are governed and qualified by the basic policies set forth in these Bylaws.

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

ARTICLE 3

BASIC POLICIES

The following are basic policies of NCPTA in common with those of the National PTA:

- (a) The organization shall be noncommercial, nonsectarian, and nonpartisan.
- (b) The organization shall work with the schools to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to Boards of Education, state education authorities, and local education authorities.
- (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, Board members, trustees, officers or other private individuals 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 these Bylaws.

- (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 which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- (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.
- (h) The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.
- (i) The relationship of North Carolina PTA with National PTA and its duties, obligations and responsibilities are set forth in the National PTA Bylaws and in the charter that is issued by National PTA to North Carolina PTA.

ARTICLE 4

OFFICES

Section 4.1 Principal Office. The principal office of North Carolina PTA shall be located in North Carolina at such place as the Board of Directors shall determine from time to time.

Section 4.2 Registered Office. The registered office of North Carolina PTA as required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

ARTICLE 5

CONSTITUENT ORGANIZATIONS

NCPTA may establish constituent organizations to facilitate the administration of the purposes and programs of the NCPTA. The NCPTA shall determine criteria for establishing constituent organizations and shall set standards and procedures governing the continuing affiliation and/or disaffiliation of constituent organizations with NCPTA and National PTA, and such rules and other information regarding constituent organizations shall be set forth in the Standing Rules.

ARTICLE 6

MEMBERSHIP AND DUES

Section 6.1 Qualifications. Every individual who is a dues-paying member of a Local PTA chartered by NCPTA is, by virtue of that fact, a member of National PTA and of NCPTA, and is entitled to all the benefits of such membership. Membership shall be open without discrimination to anyone who believes in and supports the mission and purposes of National PTA.

Section 6.2 Enrollment. Each Local PTA shall conduct an annual enrollment of members but may admit individuals to membership at any time.

Section 6.3 Dues. Each member of a Local PTA shall pay the annual dues prescribed by that Local PTA. The amount of such annual dues shall include the annual dues payable to NCPTA as determined by the NCPTA Board of Directors and set forth in the Standing Rules (the "state portion") and the annual dues payable to the National PTA (the "national portion"). The Local PTA shall remit the state and national portions to NCPTA in the manner set forth in the Standing Rules, and NCPTA shall submit the national portion to National PTA in the manner set forth in the Standing Rules.

Section 6.4 Membership Year. The membership year of NCPTA shall begin on July 1 and end on the following June 30.

ARTICLE 7

STATE OFFICERS

Section 7.1 State Officers; Election and Terms. The State Officers of NCPTA shall be President, President-Elect, Secretary, and Treasurer. The State Officers are elected by the voting delegates at annual conventions. Except as otherwise provided in these Bylaws, the President-Elect shall be elected at the annual convention in odd-numbered years for a term from July 1 of that year to July 1 of the next odd-numbered year on which date the President-Elect shall become the President to serve in that position until his/her successor assumes office on July 1 of the next odd-numbered year. The Secretary shall be elected at the annual convention in odd-numbered years and his/her term of office shall commence on July 1 of that year and continue until his/her successor assumes office on July 1 of the next odd-numbered year. The Treasurer shall be elected at the annual convention in even-numbered years and his/her term of office shall commence on July 1 of that year and continue until his/her successor assumes office on July 1 of the next even-numbered year. Except as otherwise provided by this Article for President and President-Elect, no person shall serve more than two consecutive full terms in the same office. All officers shall serve until their successors shall have been elected and qualified. In addition to the provisions of these bylaws, rules governing the nomination of candidates and the conduct of elections may be adopted and revised from time to time by the Board of Directors. The Board also may designate one or more committees to assist in the election process. All such rules and committees shall be set forth in the Standing Rules.

Section 7.2 Eligibility Requirements. The following provisions shall govern the eligibility of individuals to be elected as State Officers of NCPTA:

- (a) All State Officers must be dues paying members of a Local PTA.
- (b) The Secretary and Treasurer must be current NCPTA Board members and must have served for at least one year on the NCPTA Board. The President-Elect must be a current NCPTA Board member and must have served for at least two years on the NCPTA Board.
- (c) Only a person whose consent has been secured shall be eligible for nomination as provided in the Standing Rules.
- (d) No person may serve simultaneously in more than one NCPTA leadership position, and a current list of such positions shall be approved by the Board and included in the Standing Rules.

Section 7.3 Vacancies.

- (a) A vacancy occurring in the office of President shall be filled for the remainder of that unexpired term by the President-Elect.
- (b) If the office of President-Elect becomes vacant before the annual convention in the first year of a President-Elect's term, the voting delegates at that annual convention shall elect a President-Elect who will serve the remainder of the previous President-Elect's unexpired term and then become President.
- (c) If the office of President-Elect becomes vacant after the annual convention in the first year of a President-Elect's term, the voting delegates at the next annual convention shall not fill that vacancy, but shall elect a President and a President-Elect to assume office on July 1 following that convention.
- (d) If there is ever a simultaneous vacancy in the offices of both President and President-Elect, the Board shall elect a Board member to serve as President for the balance of the previous President's unexpired term, and the person so elected shall meet the eligibility requirements for that office set forth in Section 7.2.
- (e) Except as may be provided otherwise in these bylaws, the Board shall fill a vacancy in any office other than President or President-Elect by electing a Board member to serve the remainder of that officer's unexpired term, and the person so elected shall meet the eligibility requirements for that office set forth in Section 7.2.

Section 7.4 Removal. An NCPTA State Officer may be removed from office without cause by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the Board members then serving with the notice and according to the procedures set forth in the Standing Rules.

Section 7.5 Resignation. An NCPTA State Officer may resign by giving written notice to the President and Secretary, who shall notify the Executive Committee within five (5) days, and such notice shall specify the effective date of such resignation.

Section 7.6 Compensation. NCPTA shall not compensate State Officers for services but, in the discretion of the Board of Directors or Executive Committee, may authorize reimbursement of actual expenses incurred by Board members in attending meetings representing NCPTA or otherwise representing NCPTA or conducting NCPTA business, and rules governing such reimbursement shall be set forth in Standing Rules.

Section 7.7 Duties of President. The President shall have general responsibility to manage and supervise the work of NCPTA. Other duties of the President shall be described and set forth in the Standing Rules.

Section 7.8 Duties of Other State Officers. The duties and responsibilities of other State Officers shall be described and set forth in the Standing Rules.

ARTICLE 8

BOARD OF DIRECTORS

Section 8.1 Authority and Duties. The Board of Directors shall manage the affairs of NCPTA in accordance with the requirements of North Carolina law, the Articles of Incorporation, these Bylaws, the Standing Rules, and the current Board-approved budget. The Board shall publish its rules, policies and procedures in the Standing Rules.

Section 8.2 Composition. Only members of Local PTAs in North Carolina shall be eligible to serve on the Board of Directors. The Board shall include experienced PTA leaders, parents, business leaders, educators and other individuals who have demonstrated leadership in the effort to improve North Carolina public schools and support for the mission and vision of PTA. The composition of the Board should reflect a commitment to diversity which means a responsibility to the inclusion, acceptance, and support of all individuals by recognizing and valuing differences and similarities. NCPTA will work to have a high-performing, productive Board through an inclusive environment in which each individual is valued for his or her unique skills, talents, and contributions in order to capitalize on the innovation inherent in diverse populations.

The Board of Directors shall be composed of the following:

- (a) The four State Officers;
- (b) A least 14 and no more than twenty at-large directors;

Section 8.3 Nomination, Election and Term of At-Large Directors. Except as otherwise provided herein, at-large directors will be elected by the board each year to serve two-year terms that begin on July 1 and end when their successors assume office on the second July 1 thereafter. The at-large director positions shall be in two groups, Group A and B, with ten at-large director positions in each group. Group A directors will serve an initial term from July 1, 2011 to July 1, 2012, and thereafter will serve terms from July 1 in even-numbered years to July 1 in the next even-numbered year. Group B directors will serve terms from July 1 in odd-numbered years to July 1 in the next odd-numbered year. If all at-large director positions are not filled prior to the beginning of a Group's term, any such position may be filled at any board meeting during such term to serve the remainder of such term. At least twenty (20) days before a board meeting held for the purpose of electing one or more at-large directors, the Chair of the Nominating Committee or his/her designee shall send the board a slate of nominees for such positions by electronic mail, facsimile, or United States Postal Service. At such board meeting, the Chair of the Nominating Committee or his/her designee shall place the name of the Committee's nominees in nomination. Other persons may be nominated for at-large director positions by any board member at the meeting if such additional nominations are submitted to the board by electronic mail, facsimile, or United States Postal Service at least ten (10) days in advance of the board meeting where the election is to take place. Each nominee for the position of at-large director shall have consented in advance to his/her nomination and election. All directors shall serve until their successors shall have been elected and qualified. Other procedures for the nomination and election of at-large directors, consistent with this section, may be set forth in the Standing Rules.

Section 8.4 Removal. An NCPTA Board member may be removed from office without cause by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the Board members then serving with the notice and according to the procedures set forth in the Standing Rules.

Section 8.5 Resignation. A Board member may resign by giving written notice to the President and Secretary. Such notice shall specify the effective date of the resignation. The President and Secretary shall inform the Executive Committee of the resignation within five (5) days of receiving the written notice.

Section 8.6 Compensation. NCPTA shall not compensate Board members for services but, in the discretion of the Board of Directors or Executive Committee, may authorize reimbursement of actual expenses incurred by Board members in attending meetings representing NCPTA or otherwise representing NCPTA or conducting NCPTA business, and rules governing such reimbursement shall be set forth in Standing Rules.

Section 8.7 Rights of Inspection. Board members, at any reasonable time, may inspect NCPTA's books, records, documents or other assets at the NCPTA offices.

ARTICLE 9

MEETINGS OF THE BOARD OF DIRECTORS

Section 9.1 Annual and Other Regular Meetings. The Board shall have four regular meetings each year, one of which shall be the annual meeting. The method for setting the time, date and location for all regular meetings shall be set forth in the Standing Rules.

Section 9.2 Special Meetings. Except as may be otherwise provided herein, special meetings of the Board of Directors shall be called upon the request of the President or a majority of either the Executive Committee or the Board of Directors.

Section 9.3 Quorum. A majority of the members of the Board of Directors then in office shall constitute a quorum.

Section 9.4 Meeting Rules. Rules and procedures related to the meetings of the Board of Directors shall be set forth in the Standing Rules.

ARTICLE 10

COMMITTEES

Section 10.1 Creation of Committees; Appointment of Members and Chairs. The Board of Directors may create one or more committees. The creation of a committee shall be approved by the Board. Except for the Executive Committee and the Nominating Committee, the members and chairs of committees shall be appointed by the President subject to the approval of the Board. The President and President-Elect shall be *ex-officio* voting members of all committees except the Nominating Committee, notwithstanding the size limits for committees that may be specified in these Bylaws or the Standing Rules. The President and President-Elect may serve as *ex-officio* non-voting members of the Nominating Committee. Each committee shall have two or more members, and committee members serve at the pleasure of the Board. In addition to the committees created by the Board, the President may name other committees to perform specific tasks; these committees shall cease to exist when the task is completed. NCPTA's current committees including the name, current members and chair, special composition requirements, qualifications for membership, terms of members and chairs, date created, duration, purpose and duties, methods for removal and filling of vacancies, meeting rules and any special instructions or operating rules or other information regarding each such committee shall be set forth in the Standing Rules. No committee, except the Executive Committee as provided herein, shall have the authority to act for the Board of Directors

Section 10.2 Executive Committee. The Executive Committee shall be comprised of the State Officers plus three At-Large Directors who shall serve terms from July 1 to July 1 of the following year. Such At-Large Directors shall be nominated for election to the Committee by the Nominating Committee, and such nominations shall be sent to the board by electronic mail, facsimile, or United States Postal Service at least twenty (20) days before the board meeting where such election is to take place. Other At-Large Directors may be nominated at such meeting by any board member if such additional nomination is submitted to the board by electronic mail, facsimile, or United States Postal Service at least

ten (days) before such board meeting. Each At-Large Director nominated to serve on the Executive Committee shall have consented in advance to his/her nomination and election. Other procedures for the nomination and election of At-Large Directors to serve on the Executive Committee, consistent with this section, may be set forth in the Standing Rules. The Executive Committee shall have general supervision of the affairs of NCPTA between meetings of the Board of Directors and shall act with the authority of the Board in the management of NCPTA under N.C.G.S. 55A-8-01, except that the Executive Committee, in accordance with N.C.G.S. 55A-8-25, shall not:

- (a) Authorize distributions;
- (b) Recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws or Standing Rules.
- (e) Amend or revise the annual budget in excess of \$10,000.

The Executive Committee also shall fulfill the specific responsibilities assigned to the committee by these Bylaws. The Executive Committee's other duties and operating rules shall be set forth in the Standing Rules.

Section 10.3 Nominating Committee. As soon as possible after the beginning of each fiscal year, the President shall designate three members of the Executive Committee, two NCPTA Board members, and two PTA members who are not NCPTA Board members with the approval of the board, to serve on the Nominating Committee. The President and President-Elect may serve as *ex-officio* non-voting members. The Committee members so designated will serve on the Committee until the following July 1. Consistent with the provisions of these bylaws and the standing rules, the Nominating Committee shall nominate persons for election as State Officers and At-Large Directors, and shall nominate At-Large Directors for election to the Executive Committee. The Nominating Committee shall perform other duties provided for in these bylaws or the standing rules or as may be requested by the board. The Nominating Committee shall elect its chair.

ARTICLE 11

ANNUAL STATE CONVENTION

Section 11.1 Time and Place. There shall be an annual state convention of NCPTA at a time and place to be determined by the Executive Committee. Except as provided otherwise in these Bylaws, the voting delegates at the annual convention shall elect State Officers as provided in these Bylaws and the Standing Rules, receive reports and hear speakers regarding the status of public education in North Carolina and the work of NCPTA, attend workshops regarding leadership development and other matters, and conduct such other business as may come before the convention.

Section 11.2 Notice of Meeting. The President shall send notice of the annual convention at least thirty (30) days before the annual convention to all Local PTA and Council Presidents and members of the Board of Directors.

Section 11.3 Voting Delegates. Voting delegates at the annual convention shall include the following:

- (a) Each Local PTA in good standing shall be entitled to be represented at the annual convention by its President or an alternate, plus one voting delegate for every twenty-five (25) members of such Local PTA, or major fraction thereof, as shown on the books of the NCPTA Treasurer as of a date determined by the Executive Committee.
- (b) Each NCPTA Council in good standing shall be entitled to be represented by its President or an alternate chosen by the Council.
- (c) Members of the NCPTA Board of Directors shall be voting delegates at the convention.

All voting delegates must have proper convention credentials. The method of obtaining such credentials at or before the convention, and the documentation required, will be described in the Standing Rules.

Section 11.4 Voting and Manner of Acting. Each Voting Delegate shall have one (1) vote on all matters that come before the annual convention. Unless a higher vote is required by the NCPTA Articles of Incorporation or these Bylaws or the North Carolina Nonprofit Corporation Act, the act of the majority of the voting delegates present and voting shall be the act of the annual convention. As provided in these Bylaws, proxy voting shall not be allowed.

Section 11.5 Convention Open. The NCPTA annual convention shall be open to all PTA members in North Carolina. A registration fee may be required by the Board of Directors, and if such fee is required, it shall be set forth in the convention meeting notice. Only duly qualified voting delegates who have presented the credentials required by these Bylaws and described in the Standing Rules, and whose credentials have been approved, shall be allowed to vote at the annual convention.

Section 11.6 Absence of Quorum for Business Session; Action By Board. Sixty (60) accredited voting delegates shall constitute a quorum for the transaction of business. In the absence of a quorum in the meeting room at the opening of any business session of the annual convention, the President, in his/her sole discretion, may delay the opening of the business session to provide time to obtain a quorum. If the President in his/her sole discretion concludes that it is impractical or impossible to obtain a quorum for a business session during the time scheduled for the convention, the President shall so inform the voting delegates present. In such event, and notwithstanding other provisions in these Bylaws, the Board of Directors shall have authority to take actions that would have been submitted to the voting delegates at the convention including but not limited to the election of State Officers and the amendment of these Bylaws.

Section 11.7 Convention Rules. The Board of Directors shall adopt rules and procedures for the nomination and election of State Officers at the convention, and for the conduct of other business at the convention, which rules and procedures shall be set forth in the Standing Rules.

Section 11.8 Minutes of Annual Convention. Within thirty (30) days following the annual convention, the Secretary shall send the minutes to the Board of Directors.

ARTICLE 12

NATIONAL PTA CONVENTION

The rules governing accredited delegates, and other matters related to the National PTA Convention, shall be set forth in the Standing Rules.

ARTICLE 13

AMENDMENTS

Pursuant to the notice requirements set forth in the Standing Rules, these Bylaws may be amended at a Board meeting by a two-thirds vote of the Board of Directors present and voting.

ARTICLE 14

GENERAL PROVISIONS

Section 14.1 Depository and Disbursement of NCPTA Funds. All NCPTA funds shall be deposited in a depository approved by the Board of Directors and disbursed under the supervision and control of the Treasurer as provided in these Bylaws.

Section 14.2 Fiscal Year. NCPTA's fiscal year shall begin on July 1 and end on June 30 of the following year.

Section 14.3 Proxy Voting. Proxy voting shall not be allowed in any meeting of NCPTA or its constituent organizations, including meetings of all committees.

Section 14.4 Seal. The corporate seal of NCPTA shall consist of two concentric circles between which is the name of NCPTA and in the center of which is inscribed SEAL; and such seal, in the form approved and adopted by the Board of Directors, shall be the corporate seal of NCPTA.

Section 14.5 Standing Rules. The Board of Directors shall have the responsibility to adopt and revise rules, policies and procedures related to the organization, governance, management, meetings, public policy positions and overall work of NCPTA and its committees and constituent organizations. All such rules, policies and procedures shall be collected in a document to be entitled Standing Rules.

Section 14.6 Contracts and Loans. No contract obligating NCPTA to pay a sum greater than five thousand dollars (\$5,000) shall be entered into by NCPTA unless authorized by the Board of Directors. No loans or other indebtedness shall be contracted on behalf of NCPTA and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Notwithstanding the foregoing, no loan, guaranty, or other form of security shall be made or provided by NCPTA to or for the benefit of any of its Board members, officers, employees, or agents.

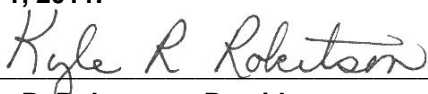
Section 14.7 Custody and Inspection of NCPTA Records, Documents, Funds and Other Property. All NCPTA records, documents, funds and other property are the property of NCPTA. Such materials may be inspected at any time at the offices of NCPTA by any officer or director. All such materials that may be in the possession of any officer or director shall be returned within ten (10) days after vacating such office to the NCPTA principal office.

Section 14.8 Audit. All NCPTA financial records and accounts shall be audited each year by a certified public accountant approved by the President and the Board of Directors.

Section 14.9 Nondiscrimination. NCPTA and its Board members, officers, committees, constituent organizations and staff shall comply with all federal, state and local regulations prohibiting discrimination.

Section 14.10 Parliamentary Authority. NCPTA and its committees and constituent organizations shall conduct their meetings in accordance with Robert's Rules of Order, Newly Revised (current edition) to the extent that it does not conflict with North Carolina law or NCPTA's Articles of Incorporation, Bylaws, Convention Rules and Standing Rules.

The foregoing Bylaws became effective upon adoption by the NCPTA Annual Convention on April 24, 2009, and were most recently amended by the Board of Directors on February 1, 2011 with amendments to become effective on July 1, 2011.



Kyle R. Robertson, President