

**Massachusetts PTA Bylaws Committee’s Proposed Amendments and Rationale
2021 Massachusetts Annual Meeting**

1. ARTICLE I – NAME

Amend Article I – Name by inserting “and shall be governed by the Commonwealth of Massachusetts Nonprofit Law.”

Current Wording	Effect of Proposed Amendment
The name of this association is the Massachusetts Parent Teacher Association, Inc. It is also commonly known, and will be referred to in these bylaws, as “Massachusetts PTA”	<u>The name of this association is the Massachusetts Parent Teacher Association, Inc. It is also commonly known, and will be referred to in these bylaws, as “Massachusetts PTA” and shall be governed by the Commonwealth of Massachusetts Nonprofit Law.</u>

Rationale: Clarifies that the Massachusetts PTA, as a registered corporation, in the state of Massachusetts, is governed by regulations found within Chapter 180 of the Massachusetts General Laws.

2. ARTICLE II – PURPOSES

Amend Article II – Section 1. By inserting Objectives; purpose or; (Objectives)

Current Wording	Effect of Proposed Amendment
Section 1. The purposes of Massachusetts PTA, in common with those of National PTA, are:	<u>Section 1. Objectives: The purpose or purposes (Objectives) of Massachusetts PTA, in common with those of National PTA, are:</u>

Rationale: Bring language in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. This language clarifies the intent of the section.

Amend Article II – Section 2. By inserting Awareness and Massachusetts, replacing policies with principles

Current Wording	Effect of Proposed Amendment
Section 2. The purposes of PTA are promoted through an 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 policies set forth in Article III.	<u>Section 2. Awareness: The purposes of Massachusetts PTA are promoted through an 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.</u>

Rationale: Bring language in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Additionally inserting Massachusetts before PTA clarifies that these are the Massachusetts PTA bylaws.

Amend Article II – Section 3. By inserting Federal Status

Current Wording	Effect of Proposed Amendment
Section 3. 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 (hereinafter "Internal Revenue Code").	<u>Section 3. Federal Status: Massachusetts PTA 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").</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Additionally inserting Massachusetts before PTA clarifies that these are the Massachusetts PTA bylaws.

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3. ARTICLE III – PRINCIPLES

Amend Article III – PRINCIPLES, Section 1. a., b, c., and e; Section 2. a., b., and c. By striking out the association and inserting Massachusetts PTA.

Current Wording	Effect of Proposed Amendment
a. The association shall be noncommercial, nonsectarian, and non-partisan.	<u>a. Massachusetts PTA shall be noncommercial, nonsectarian, and non-partisan;</u>
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.	<u>b. Massachusetts PTA 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;</u>
c. The association 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.	<u>c. Massachusetts PTA 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;</u>
e. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the state constituent association’s financial holdings, property, all records and all remaining assets shall be distributing to National PTA in order to establish a new entity to service the state membership.	<u>e. Upon the dissolution of the Massachusetts PTA, after paying or adequately providing for the debts and obligations of Massachusetts PTA, Massachusetts PTA’s financial holdings, property, all records and all remaining assets shall be distributed to National PTA in order to establish a new entity to service the state membership.</u>

Rationale: Replacing “the association” with “Massachusetts PTA” clarifies that the organization these bylaws govern is the Massachusetts PTA. This would be considered a “conforming amendment” and once approved we would update “the association” to read “Massachusetts PTA” throughout the document.

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4. ARTICLE IV – CONSTITUENT ASSOCIATIONS

Amend Article IV – Section 1. Insert Constituent Associations, SEPTAs, and Cranberry Unit

Current Wording	Effect of Proposed Amendment
Section 1. The constituent associations of Massachusetts PTA include local PTAs/PTSAs organized under the authority of the state PTA.	<u>Section 1. Constituent Associations: The constituent associations of Massachusetts PTA include local PTAs/PTSAs/SEPTAs/Cranberry Unit organized under the authority of Massachusetts PTA.</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Additionally inserting /SEPTAs after PTAs/PTSAs clarifies that these are the various abbreviations for the types of units we have in Massachusetts.

- PTA - Parent Teacher Association
- PTSA – Parent Teacher Student Association
- SEPTA – Special Education Parent Teacher Association
- Cranberry Unit – the Massachusetts State Unit, although a local unit as it does not currently have its own set of bylaws it operates under the direction of the Massachusetts PTA Board of Directors

This would be considered a “conforming amendment” and once approved we would update “the association” to read “Massachusetts PTA” throughout the document.

Amend Article IV – Section 2. Insert Qualification, and PTA

Current Wording	Effect of Proposed Wording
Section 2. The Massachusetts Board of Directors shall determine criteria for establishing constituent associations and setting standards for continuing affiliation with state and National PTA.	<u>Section 2. Qualification: The Massachusetts PTA Board of Directors shall determine criteria for establishing constituent associations and setting standards for continuing affiliation with state and National PTA.</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Additionally inserting PTA after Massachusetts as that is the name of the association.

Amend Article IV – Section 3. Insert Proxy Voting

Current Wording	Effect of Proposed Wording
Section 3. There shall be no proxy voting by any constituent association of Massachusetts PTA	<u>Section 3. Proxy Voting: There shall be no proxy voting by any constituent association of Massachusetts PTA</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws.

Amend Article IV – Section 4. Insert Purposes and Principles and “as prescribed in Articles II and III of these bylaws,”

Current Wording	Effect of Proposed Wording
Section 4. The purposes and principles of Massachusetts PTA, shall in every case also be the purposes and principles of each constituent association.	<u>Section 4. Purposes and Principles: The purposes and principles of Massachusetts PTA, as prescribed in Articles II and III of these bylaws, shall in every case also be the purposes and principles of each constituent association.</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws.

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ARTICLE IV – CONSTITUENT ASSOCIATIONS cont.

Amend Article IV – Section 5. Insert Governance and “or state nonprofit corporate law,” and SEPTA

Current Wording	Effect of Proposed Wording
<p>Section 5. Each constituent association shall adopt bylaws for the government of the association. Such bylaws shall not be in conflict with National PTA or Massachusetts PTA Bylaws, shall include an article on amendments; shall include a provision establishing a quorum; and shall include those articles and sections identified by the number symbol (#) as found in Massachusetts PTA suggested local PTA/PTSA unit bylaws. The Massachusetts PTA Bylaws Committee shall approve bylaws of each constituent association.</p>	<p><u>Section 5. Governance: Each constituent association shall adopt bylaws for the governance of the constituent association. Such bylaws shall not be in conflict with National PTA, or Massachusetts PTA Bylaws or state nonprofit corporate law; shall include an article on amendments; shall include a provision establishing a quorum; and shall include those articles and sections identified by the number symbol (#) as found in Massachusetts PTA suggested local PTA/PTSA/SEPTA unit bylaws. The Massachusetts PTA Bylaws Committee shall approve bylaws of each constituent association.</u></p>

Rationale: Bring language in Massachusetts PTA bylaws into best practice with language in National PTA’s bylaws. As Massachusetts PTA is incorporated under Massachusetts State corporate law these laws supersede all other affiliations and should be recognized as such in these bylaws.

Amend Article IV – Section 6. Insert new section 6 “Dues Members shall pay annual dues, as may be determined by the constituent association, which shall include the portion payable to the local, State and National PTA constituent associations as determined by the local, State and National PTA constituent association.”

Current Wording	Effect of Proposed Wording
<p>Section 6. Upon the dissolution of a constituent association paying or adequately providing for the debits and obligations of the association, the remaining assets shall be distributed to Massachusetts PTA or to one or more nonprofit, foundations, or associations that have established their exempt status under Section 501 c 3 of Internal Revenue Code and whose principles in accordance with those of Massachusetts PTA.</p>	<p><u>Section 6. Dues: Members shall pay annual dues, as may be determined by the constituent association, which shall include the portion payable to the local, State and National PTA constituent associations as determined by the local, State and National PTA constituent association.</u></p>

Rationale: Currently the topic of Dues is address under Article V-Membership and Dues. In moving to Article IV we recognize dues payment is part of standards of affiliation for constituent associations and not of the individual members.

Article IV – Section 7. Renumbering Section 6 to Section 7 and adding Dissolution and constituent

Current Wording	Effect of Proposed Wording
<p>Section 6. Upon the dissolution of a constituent association paying or adequately providing for the debits and obligations of the association, the remaining assets shall be distributed to Massachusetts PTA or to one or more nonprofit, foundations, or associations that have established their exempt status under Section 501 c 3 of Internal Revenue Code and whose principles in accordance with those of Massachusetts PTA.</p>	<p><u>Section 7. Dissolution: Upon the dissolution of a constituent association paying or adequately providing for the debts and obligations of the constituent association, the remaining assets shall be distributed to Massachusetts PTA in order to establish a new entity to service the membership.</u></p>

Rationale: Bring language used in the Massachusetts PTA bylaws into best practice with language in National PTA’s bylaws. All constituent associations of Massachusetts PTA are also required to follow IRS 501c3 regulations and Massachusetts corporate law, the dissolution of a constituent association requires that any funds left in accounts must be distributed to a 501c3 with principles that are in accordance with that of the Massachusetts PTA under which they have been chartered.

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5. ARTICLE V – MEMBERS AND DUES

Amend Article V – Members and Dues to be named Membership in Massachusetts PTA

Current Wording	Effect of Proposed Wording
ARTICLE V – MEMBERS AND DUES	ARTICLE V – MEMBERSHIP IN MASSACHUSETTS PTA

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. The topic of Dues has been moved to Article IV Section 6 this Article will no longer address Dues.

Article V – Section 1. Moving current section 1 to Section 2 and Inserting to the previous Section 2 Non Discrimination and updating language.

Current Wording	Effect of Proposed Wording
Section 1. Every individual who is a member of a local PTA chartered by Massachusetts PTA is, by virtue of that fact, a member of National PTA and of Massachusetts PTA and is entitled to all the benefits of such membership.	<u>Section 1. Non Discrimination: Membership in PTA at all levels shall be open, without discrimination, to anyone who believes in and supports the mission, purposes, and principles of National PTA and meets other qualifications for membership as prescribed in these bylaws and pays dues as required by these bylaws.</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Our commitment to Non Discrimination is paramount to the principles of this association and moving what was Section 2 to Section 1 along with updating the language, puts the appropriate emphasis on our commitment to non discrimination

Article V – Section 2. Moving current section 1 to Section 2 and Inserting Classification and updating language previously used in Section 5 to be included in the Classification section of the Membership Article

Current Wording	Effect of Proposed Wording
Section 2. Membership in each local PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Principles of National PTA.	<u>Section 2. Classification: Every individual who is a member of a local PTA/PTSA/SEPTA/Cranberry Unit chartered by Massachusetts PTA is, by virtue of that fact, a member of National PTA and of Massachusetts PTA and is entitled to all the benefits of such membership. The Board of Directors may by resolution provide one or more classes of Statewide Partnership:</u> <u>a. These partnerships shall be granted to firms or institutions making an annual financial contribution to Massachusetts PTA in an amount determined by the Board of Directors with respect to each such class;</u> <u>b. Statewide Partnership members shall not have voting rights nor be deemed to be members of Massachusetts PTA as stated in Section 1 of this Article V;</u> <u>c. Such Statewide Partnership members shall be entitled to attend Massachusetts PTA Annual Meeting after paying the required registration fee; and</u> <u>d. Individual representatives of Statewide Partners are eligible to be active members of Massachusetts PTA and National PTA through membership in, and payment of dues, to a local PTA/PTSA/SEPTAs or Cranberry Unit.</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Adjusting the order in which these bylaws are listed clarifies the status of membership to include non traditional roles, their roles and responsibilities.

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ARTICLE V – MEMBERS AND DUES cont.

Article V – Section 3. Remove this language from this section and move to Article IV Section 6

Current Wording	Effect of Proposed Wording
<p>Section 3. Each member of a local PTA shall pay such annual dues as may be determined by the association. The amount of dues shall include:</p> <ul style="list-style-type: none"> • The portion payable to Massachusetts PTA as recommended by Massachusetts PTA Board of Directors and approved by a majority of the voting body at Massachusetts PTA Annual Convention and • National: The portion payable to National PTA as recommended by National PTA Board of Directors and approved by a two-thirds (2/3) majority of the voting body at National PTA Annual Convention. 	<p><u>ARTICLE IV - Section 6: Dues: Members shall pay annual dues, as may be determined by the constituent association, which shall include the portion payable to the local, State and National PTA constituent associations as determined by the local, State and National PTA constituent association.</u></p>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Adjusting the order in which these bylaws are listed clarifies the status of membership to include non traditional roles, their roles and responsibilities.

Article V – Section 4. Remove current language and insert under Article VIII: Board of Directors. Replace with new Section 4 addressing Membership Year

Current Wording	Effect of Proposed Wording
<p>Section 4. The Massachusetts PTA may, under such rules and regulations as may be prescribed by the Board of Directors, confer a Life Achievement Award upon persons who have distinguished themselves in service to children and youth. Any local PTA or council or Massachusetts PTA Board of Directors upon its own initiative may recommend a person for a Massachusetts PTA Life Achievement Award.</p>	<p><u>Section 3. Membership Year: The membership year for Massachusetts PTA shall be July 1 through June 30 National PTA membership year is July 1 through June 30.</u></p>

Rationale: The current language in Section 4 addresses a responsibility of the Board of Directors and belongs in that section. The proposed Membership Year language addresses missing clarification on how long a membership lasts and when it needs to be renewed.

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ARTICLE V – MEMBERS AND DUES cont.

Article V – Section 5. Remove current language and insert under Section 2 Classification. Insert Rights and Privileges as the new Section 5

Current Wording	Effect of Proposed Wording
<p>Section 5. The Board of Directors may by resolution provide one or more classes of Statewide Partnership</p> <p>a. These partnerships shall be granted to firms or institutions making an annual financial contribution to Massachusetts PTA in an amount determined by the Board of Directors with respect to each such class.</p> <p>b. Statewide Partnership members shall not have voting rights nor be deemed to be members of Massachusetts PTA as stated in Section 1 of this Article V.</p> <p>c. Such Statewide Partnership members shall be entitled to attend Massachusetts PTA Annual Convention.</p> <p>d. Individual representatives of Statewide partners are eligible to be active members of Massachusetts PTA and National PTA through membership in, and payment of dues to a local PTA, PTSA or Cranberry PTA.</p>	<p><u>Section 5. Rights and Privileges: Every individual who is a member of a local constituent association organized under the authority of the Massachusetts PTA is also a member of the National PTA and of the state constituent association by which such local constituent association is organized. Members of local constituent associations and National PTA shall be entitled all the benefits of such membership, which shall include the:</u></p> <p>a. <u>Ability to serve in governance positions in Massachusetts PTA and National PTA; and</u></p> <p>b. <u>Right to vote at local, Massachusetts PTA, and National PTA meetings based upon the requirements of serving as a voting delegate.</u></p>

Rationale: The current language in Section 5 addresses classes of membership and should be grouped with Section 2 Classification. The proposed Rights and Privileges language addresses missing clarification on what a membership in Massachusetts PTA includes.

6. ARTICLE VI – OFFICERS AND THEIR ELECTION

Amend Article VI – Officers and Their Election to be named Massachusetts PTA Governance Structure

Current Wording	Effect of Proposed Wording
<p>ARTICLE VI – OFFICERS AND THEIR ELECTION</p>	<p><u>ARTICLE VI – MASSACHUSETTS PTA GOVERNANCE STRUCTURE</u></p>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. The title, Governance, more accurately defines the section and not just the election of officers.

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ARTICLE VI – OFFICERS AND THEIR ELECTION cont.

Amend Article VI – Massachusetts PTA Governance Structure Section 1 define the structure of the Massachusetts PTA by adding statement on Structure “The Massachusetts PTA governance structure shall include the elected officers, members of the Board of Directors, standing committee members, special committee members, subcommittee members, task force members, and other positions as determined by the Board of Directors.” Additionally removing the current Section 1. b. and moving it to a new Section 3

Current Wording	Effect of Proposed Wording
<p>Section 1.</p> <p>a. The officers of Massachusetts PTA shall be a president, president-elect, vice president of leadership, secretary, and treasurer elected at Massachusetts PTA Annual Convention, for a term of two years or until their successors are elected.</p> <p>b. A person shall not be eligible to serve consecutive terms in the same office, except in that situation where an officer has agreed to extend their term in the absence of a qualified successor and as approved by Massachusetts PTA Board of Directors.</p>	<p><u>Section 1. Structure: The Massachusetts PTA governance structure shall include the elected officers, members of the Board of Directors, standing committee members, special committee members, subcommittee members, task force members, and other positions as determined by the Board of Directors.</u></p> <p>a. <u>The officers of Massachusetts PTA shall be a president, president-elect, vice president of leadership, secretary, and treasurer elected at Massachusetts PTA Annual Meeting, for a term of two years or until their successors are elected.</u></p>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. By better defining exactly what the Governance structure is for the Massachusetts PTA it makes clear how our Board of Directors is comprised.

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ARTICLE VI – OFFICERS AND THEIR ELECTION cont.

Amend Article VI – Massachusetts PTA Governance Structure Section 2 insert Eligibility to Serve and requirements that were previously listed elsewhere.

Current Wording	Effect of Proposed Wording
<p>Section 2. Individuals wishing to run for the office of president-elect shall have served two years on Massachusetts PTA Board of Directors</p>	<p><u>Section 2. Eligibility to Serve: In order to serve in the Massachusetts PTA governance structure, an individual shall:</u></p> <ul style="list-style-type: none"> a. <u>Be a current member of a constituent association (local PTA/PTSA/SEPTA or Cranberry Unit);</u> b. <u>Maintain membership throughout his/her term of service;</u> c. <u>Consent to uphold and adhere to the Massachusetts PTA policies and principles</u> d. <u>Not be paid employee of, or under contract to Massachusetts PTA;</u> e. <u>Have served on the Massachusetts PTA Board of Directors or a state level committee, if wishing to run for the office of president-elect; and</u> f. <u>Meet other qualifications as prescribed in these bylaws</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. By defining exactly what the eligibility requirements are for anyone serving on the Massachusetts PTA Board of Directors members better understand their roles and responsibilities.

Amend Article VI – Massachusetts PTA Governance Structure Section 3 remove current language (moved to Section 2 a. and b. and add language from Section 6 on Term Limits

Current Wording	Effect of Proposed Wording
<p>Section 3. Only a member of a local PTA/PTSA or Cranberry PTA shall be eligible to hold office on Massachusetts PTA Board of Directors or in any of its divisions. Individuals must maintain a PTA membership throughout their term of service.</p>	<p><u>Section 3. Term Limits: A person shall not be eligible to serve consecutive terms in the same office, except in that situation where an officer has agreed to extend their term in the absence of a qualified successor and as approved by Massachusetts PTA Board of Directors.</u></p>

Rationale: By reordering these sections we are able to more clearly defining eligibility requirements are for anyone serving on the Massachusetts PTA Board of Directors and highlight the requirement of Term Limits.

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ARTICLE VI – OFFICERS AND THEIR ELECTION cont.

Amend Article VI – Massachusetts PTA Governance Structure Section 3 remove current language moved to Section 2 a. and b. add language from Section 6 on Term Limits

Current Wording	Effect of Proposed Wording
<p>Section 4. The Board of Directors shall elect a nominating committee of at least three but no more than five members from its own body at the first regular meeting of the newly elected Board of Directors following officer elections. The nominating committee will elect its own chair. This committee shall nominate one candidate for each office to be filled at the next convention. Diversity, PTA knowledge and professional expertise shall be guiding principles when making nominations and appointments. The committee shall send the report of the nominations to the state PTA office to be forwarded to each member of the Board of Directors, and to each council and local PTA president, at least thirty (30) days before Massachusetts PTA Annual Convention. The committee shall report to the convention at the first general session, at which time additional nominations may be made from the floor provided the consent of the nominee has been secured in writing.</p>	<p><u>Section 4. Full Term: Anyone who serves in a position for more than one-half (1/2) of a full term shall be deemed to have served a full term in such a position.</u></p>

Rationale: Nominating Committee requirements should be under Standing Committee and not as part of the Governance Structure Article. Thus making the new Section 4 the definition of a Full Term of office.

Amend Article VI – Massachusetts PTA Governance Structure Section 5, Section 6, and Section 7 is to be moved to Article VIII Board of Directors

Current Wording	Effect of Proposed Wording
<p>Section 5. When there is but one candidate for an office, the ballot for that office may be dispensed with and election held by voice vote. A majority vote shall be required for election. The newly elected officers shall assume their duties July 1.</p> <p>Section 6. The Board of Directors shall fill a vacancy in any office, other than president, for the unexpired term. A ten-day notice of the vacancy shall be given, which may be by way of the agenda mailed before the meeting. Election shall be by ballot if more than one candidate is nominated. If a ten-day notice has not been given, a two-thirds vote of the members present and voting shall be necessary for election. A person who has served one-half or more of a two-year term shall be considered to have served one complete term.</p> <p>Section 7. The president-elect shall fill a vacancy occurring in the office of president for the remainder of the unexpired term</p>	<p><u>Complete removal of Section 5, Section 6, and Section 7</u></p>

Rationale: These Sections are roles that are assigned to the Board of Directors and by moving them to that section it clarifies whose responsibility these belong to.

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7. ARTICLE VII – DUTIES OF OFFICERS

Amend Article VII – Duties of Officers to be named Officers

Current Wording	Effect of Proposed Wording
ARTICLE VII – OFFICERS AND THEIR ELECTION	<u>ARTICLE VII – OFFICERS</u>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Amending the title, Duties of Officers to just Officers better defines the section.

Amend Article VII – Officers Section 1 inserting the list of officers’ titles and moving current language to Section 2

Current Wording	Effect of Proposed Wording
<p>Section 1. The Officers Shall:</p> <p>a. Perform the duties prescribed by these bylaws, prescribed by the parliamentary authority, or directed by the Board of Directors or executive committee.</p> <p>b. Deliver to their successors all books, records, equipment and documents held in their possession by virtue of the office within one week of July 1st</p>	<p><u>Section 1. Elected Officers: The elected officers of Massachusetts PTA shall be a president, a president-elect, a vice president of leadership, a secretary, and a treasurer.</u></p> <p><u>Section 2. The Officers Shall:</u></p> <p>a. <u>Perform the duties prescribed by these bylaws, prescribed by the parliamentary authority, or directed by the Board of Directors or executive committee; and</u></p> <p>b. <u>Deliver to their successors all books, records, equipment and documents held in their possession by virtue of the office within one week of July 1st.</u></p>

Rationale: Bring the language used in the Massachusetts PTA bylaws into standards of best practice with language in National PTA’s bylaws. Inserting the new Section 1 with the list of the officer’s titles clearly defines what roles are considered elected officers.

Amend Article VII – Officers Section 3 inserting Term of Office the list of officers’ titles and moving current language to Section 4, additionally, reorders Sections 4-6 as noted.

Current Wording	Effect of Proposed Wording
<p>Section 3. The president-elect shall:</p> <p>a. Assist the president and be familiar with the work of the association.</p> <p>b. Chair the annual convention meeting committee.</p> <p>c. Be an advisor to the youth committee.</p> <p>d. Perform the duties of the office of president in the president’s absence, or when the president is unable to perform these duties.</p> <p>e. Perform other duties as assigned by the president, the Board of Directors or executive committee.</p>	<p><u>Section 3. Term of Office. Elected officers shall take office July 1st after Massachusetts PTA Annual Meeting and their installation.</u></p>

Rationale: Inserting the new Section 3 defines when a term of office begins and ends. This had previously been listed in Article XII State Convention Section 9.

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ARTICLE VII – DUTIES OF OFFICERS cont.

Amend Article VII – Officers Section 4 (Previously listed as Section 2 The president shall) reorders Sections as noted and inserts a. Serve as the official spokesperson of the Massachusetts PTA (reordering the list), update old c. to d. by inserting of standing committees, special committees and one member at large to service coterminously with the president’s term; remove e. and update h to read Serve as a co-signatory on all official documents of the Massachusetts PTA, insert new m. Represent the Massachusetts PA at National PTA events.

Current Wording	Effect of Proposed Wording
<p>Section 2. The president shall:</p> <ul style="list-style-type: none"> a. Preside at all meetings of Massachusetts PTA Board of Directors and executive committee. b. Preside at Massachusetts PTA Annual Convention c. Appoint regional liaisons, after consulting with president-elect and vice president for leadership. d. Bring forth names of chairs and standing committees and special committees to be approved by the executive committee. e. Assign duties to the president-elect and immediate past president. f. Approve all material distributed in the name of Massachusetts PTA. g. Sign all contracts. h. Submit all documents requested by National PTA’s Standards of Affiliation. j. Submit an annual report to Massachusetts PTA Annual Convention. k. Appoint consultants with approval of the Board of Directors. l. Serve as an ex-officio member of all committees of Massachusetts PTA except the nominating committee. 	<p><u>Section 4. The president shall:</u></p> <ul style="list-style-type: none"> a. <u>Serve as the official spokesperson of the Massachusetts PTA;</u> b. <u>Preside at all meetings of Massachusetts PTA Board of Directors and executive committee;</u> c. <u>Preside at Massachusetts PTA Annual Meeting;</u> d. <u>Appoint regional liaisons, chairs of standing committees, special committees and one member at large to serve coterminous with the president’s term after consulting with president-elect and vice president for leadership;</u> e. <u>Assign duties to the president-elect and immediate past president;</u> f. <u>Approve all material distributed in the name of Massachusetts PTA;</u> g. <u>Serve as a co-signatory on all official documents of the Massachusetts PTA;</u> h. <u>Submit all documents requested by National PTA’s Standards of Affiliation;</u> i. <u>Submit an annual report to Massachusetts PTA Annual Meeting;</u> j. <u>Appoint consultants with approval of the Board of Directors;</u> k. <u>Serve as an ex-officio member of all committees of Massachusetts PTA except the nominating committee; and</u> l. <u>Represent the Massachusetts PTA at National PTA events.</u>

Rationale: Updating the roles and responsibilities of the President to reflect the changing needs of the position.

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ARTICLE VII – DUTIES OF OFFICERS cont.

Amend Article VII – Officers Section 5 (Previously listed as Section 3 The president-elect shall) reorders Sections as noted and replaces b. convention with meeting, removes Be an advisor to the youth committee, inserts c. Serve as a delegate to the National PTA Annual Convention, replaces d. Perform with Execute, insert e. Fill a vacancy occurring in the office of president for the remainder of the unexpired term.

Current Wording	Effect of Proposed Wording
<p>Section 3. The president-elect shall:</p> <ul style="list-style-type: none"> a. Assist the president and be familiar with the work of the association. b. Chair the annual convention committee. c. Be an advisor to the youth committee. d. Perform the duties of the office of president in the president’s absence, or when the president is unable to perform these duties. e. Perform other duties as assigned by the president, the Board of Directors or executive committee. 	<p>Section 5. The president-elect shall:</p> <ul style="list-style-type: none"> a. <u>Assist the president and be familiar with the work of the Massachusetts PTA;</u> b. <u>Chair the annual meeting committee;</u> c. <u>Serve as a delegate to the National PTA Annual Convention;</u> d. <u>Execute the duties of the office of president in the president’s absence, or when the president is unable to perform these duties;</u> e. <u>Fill a vacancy occurring in the office of president for the remainder of the unexpired term; and</u> f. <u>Perform other duties as assigned by the president, the Board of Directors, or executive committee.</u>

Rationale: Updating the roles and responsibilities of the President-Elect to reflect the changing needs of the position.

Note: there are no changes to Section 4, reordered to be Section 6. Vice President of Leadership

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ARTICLE VII – DUTIES OF OFFICERS cont.

Amend Article VII – Officers Section 7 (Previously listed as Section 5 The secretary shall, reorders Sections as noted, and inserts new a. Reside in Massachusetts as required by the Commonwealth of Massachusetts Corporate Law from below the outline, insert in c. within 14 days, insert in e. in conjunction with the Treasurer

Current Wording	Effect of Proposed Wording
<p>Section 5 The secretary shall:</p> <ul style="list-style-type: none"> a. Attend and keep a correct record of all meetings of Massachusetts PTA. b. Send minutes of Massachusetts PTA meetings to Board of Directors c. Be a member of Massachusetts PTA Bylaws Committee. d. File change of officer form and annual report with the Secretary of the Commonwealth of Massachusetts Corporations Division within a month after the election and report to the Board of Directors at their first meeting that this has taken place. e. Perform other duties as assigned by the president, Board of Directors, or executive committee. <p>The secretary of Massachusetts PTA must reside in Massachusetts</p>	<p><u>Section 7. The secretary shall:</u></p> <ul style="list-style-type: none"> a. <u>Reside in Massachusetts as required by the Commonwealth of Massachusetts Corporate Law;</u> b. <u>Attend and keep a correct record of all meetings of Massachusetts PTA;</u> c. <u>Send minutes of Massachusetts PTA meetings to Board of Directors within 14 days;</u> d. <u>Be a member of Massachusetts PTA Bylaws Committee;</u> e. <u>File change of officer form and annual report with the Secretary of the Commonwealth of Massachusetts Corporations Division, in conjunction with the Treasurer, within a month after the election and report to the Board of Directors at their first meeting that this has taken place; and</u> f. <u>Perform other duties as assigned by the president, Board of Directors, or executive committee.</u>

Rationale: Move the state requirement for corporate secretaries to reside in the state to the top of the section to emphasize the importance. Additionally update the time that meeting minutes are reported back to the Board of Directors which has been voted on at the Board meetings and previously listed in policy and procedure. In bullet e. language was added to reflect the collaboration between the Secretary and the Treasurer not only as necessary to file the correct paperwork but as a check and balance on each officer.

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ARTICLE VII – DUTIES OF OFFICERS cont.

Amend Article VII – Officers Section 8 (Previously listed as Section 6) The treasurer shall, reorders Sections as noted, and removes “Form 990 or Form 990-EZ or Form 990-N” from bullet c., removes bullet d. in its entirety, removes language from bullet e. “The treasurer and all other persons authorized to handle funds and securities of the association shall be bonded in an amount determined by the Board of Directors”, inserts new a. Reside in Massachusetts as required by the Commonwealth of Massachusetts Corporate Law from below the outline, insert in c. within 14 days, insert in e. in conjunction with the Treasurer

Current Wording	Effect of Proposed Wording
<p>Section 6 The treasurer shall:</p> <ul style="list-style-type: none"> a. Keep permanent books of accounts and records to fulfill the legal requirements of state and federal government agencies. b. Present a statement of accounts at all meetings of the Board of Directors and such other times as the president may request. c. Keep Massachusetts PTA financial records and the financial reports accurate and current for the audit and/or review. A CPA approved by the executive committee will conduct the audit and/or review of such records and reports prior to Massachusetts PTA Annual Convention for presentation at such convention. The CPA should also prepare the appropriate tax form, Form 990 or Form 990-EZ or Form 990-N for submission to the IRS annually. d. Be the custodian of the funds of Massachusetts PTA and shall deposit the same in a depository approved by the Board of Directors. The treasurer shall disburse funds of Massachusetts PTA in accordance with the budget approved by the Board of Directors. All checks over the amount of \$500.00 shall bear 2 (two) signatures, the treasurer and the president or if the president is not available, then the president-elect. The president and president-elect must sign all checks when the payee is the treasurer regardless of the check amount. Treasurer and President or Treasurer shall not sign checks payable to themselves. e. Remit monthly to National PTA all monies due National PTA and the number of members in each local PTA. The treasurer and all other persons authorized to handle funds and securities of the association shall be bonded in an amount determined by the Board of Directors. 	<p><u>Section 8. The treasurer shall:</u></p> <ul style="list-style-type: none"> a. <u>Keep permanent books of accounts and records to fulfill the legal requirements of state and federal government agencies;</u> b. <u>Present a statement of accounts at all meetings of the Board of Directors and such other times as the president may request;</u> c. <u>Keep Massachusetts PTA financial records and the financial reports accurate and current for the audit and/or review;</u> d. <u>Ensure the annual financial compliance of the Massachusetts PTA meets with the National PTA Standards of Affiliation (SOA);</u> e. <u>Serve as co-signatory on all official documents of the Massachusetts PTA;</u> f. <u>Remit monthly to National PTA all monies due National PTA and the number of members in each local PTA;</u> g. <u>Serve as chairperson of the finance committee. The finance committee will consist of at least three members of the Board of Directors, appointed by the president for the term of one year;</u> h. <u>Maintain liability insurance and bonding for Massachusetts PTA. The treasurer and all other persons authorized to handle funds and securities of the Massachusetts PTA shall be bonded in an amount determined by the Board of Directors;</u>

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ARTICLE VII – DUTIES OF OFFICERS cont.

Amend Article VII – Officers Section 8 (Previously listed as Section 6) cont.

Current Wording	Effect of Proposed Wording
<p>f. Serve as chairman of the budget committee. The budget committee will consist of at least three members of the Board of Directors, appointed by the president for the term of one year.</p> <p>g. Maintain liability insurance and bonding for Massachusetts PTA</p> <p>h. Perform other duties as assigned by Massachusetts PTA president, Board of Directors, or executive committee.</p>	<p>i. <u>File change of officer form and annual report with the Secretary of the Commonwealth of Massachusetts Corporations Division in conjunction with the Secretary; and</u></p> <p>j. <u>Perform other duties as assigned by Massachusetts PTA president, Board of Directors, or executive committee.</u></p>

Rationale. Remove language related to the use of a CPAS as the National PTA standards do not require the use of a CPA for those states that are determined to be Petite. Remove bullet d, and moved this section to Policy and Procedures as this language is more suited to the actual day to day operations of the association. Insert bullet e. as the treasurer manages the funds for the association but is required to have a co-signatory to ensure checks and balances. Remove language in bullet on bonding and give it the appropriate emphasis by adding to bullet g. In bullet h. language was added to reflect the collaboration between the Secretary and the Treasurer not only as necessary to file the correct paperwork but as a check and balance on each officer.

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8. ARTICLE VIII – BOARD OF DIRECTORS

Amend Article VIII – Board of Directors Section 1. Insert one appointed member at large to serve conterminously with the president’s term, separate by adding bullets: a. must be paying members of a constituent association of the Massachusetts PTA; b. Attend all regular meetings and special meetings of the board and the annual convention unless excused for a valid reason by the president or presiding officer of that meeting;

Current Wording	Effect of Proposed Wording
<p>Section 1. The board of directors of Massachusetts PTA shall be president, president-elect, vice president of leadership, secretary, treasurer, immediate past president, regional liaisons, student members (not to exceed 2), and chairs of standing committees. All board of directors must be paying members of a constituent association of the Massachusetts PTA as well as attend all regular meetings and special meetings of the board and the annual convention unless excused for a valid reason by the president or presiding officer of that meeting.</p>	<p><u>Section 1. The board of directors of Massachusetts PTA shall be president, president-elect, vice president of leadership, secretary, treasurer, immediate past president, regional liaisons, student members (not to exceed 2), one appointed member at large to serve coterminous with the president’s term, and chairs of standing committees.</u></p> <p>a. <u>Must be paying members of a constituent association of the Massachusetts PTA; and</u></p> <p>b. <u>Attend all regular meetings and special meetings of the board and the annual meeting, unless excused by the president or presiding officer of that meeting.</u></p>

Rationale: Updating to include an appointed member to the board of directors to add depth to the board and expertise irrespective of Committee Chairs. The reformatting and separation of line items in to bullet format lends to clearer understanding and reading.

Amend Article VIII – Board of Directors Section 2, separate by adding bullets: a. meeting dates shall be set by the president after consulting with the board of directors, b. Within fourteen (14) days of the meeting, there shall be a reminder notice sent to the board of directors by the president or secretary either by mail or email of the meeting.; c. Included in this notice will be the date, time and agenda for the meeting.

Current Wording	Effect of Proposed Wording
<p>Section 2. There shall be at least five regular meetings of the board of directors each calendar year, for the purpose of managing the affairs of Massachusetts PTA. Meeting dates shall be set by the president after consulting with the board of directors. Within fourteen (14) days of the meeting, there shall be a reminder notice sent to the board of directors by the president or secretary either by mail or email of the meeting. Included in this notice will be the date, time and agenda for the meeting.</p>	<p><u>Section 2. There shall be at least five regular meetings of the board of directors each calendar year, for the purpose of managing the affairs of Massachusetts PTA.</u></p> <p>a. <u>Meeting dates shall be set by the president after consulting with the board of directors;</u></p> <p>b. <u>Within fourteen (14) days of the meeting, there shall be a reminder notice sent to the board of directors by the president or secretary, either by mail or email of the meeting; and</u></p> <p>c. <u>Included in this notice will be the date, time and agenda for the meeting.</u></p>

Rationale: The reformatting and separation of line items in to bullet format lends to clearer understanding and reading.

**Massachusetts PTA Bylaws Committee’s Proposed Amendments and Rationale
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ARTICLE VIII – BOARD OF DIRECTORS cont.

Amend Article VIII – Board of Directors Section 3, replace four with five days;

Current Wording	Effect of Proposed Wording
Section 3. Special meetings may be called by the president or shall be called upon request of three members of the board of directors. At least four days’ notice shall be given, except when a meeting is called during a Massachusetts PTA Annual Convention.	<u>Section 3. Special meetings may be called by the president or shall be called upon request of three members of the board of directors. At least five days’ notice shall be given, except when a meeting is called during a Massachusetts PTA Annual Meeting.</u>

Rationale: National PTA bylaws uses five days as the required time and this amendment would put us in alignment with those bylaws.

Amend Article VIII – Board of Directors Section 4, insert simple and remove attending the meeting

Current Wording	Effect of Proposed Wording
Section 4. A quorum of the board of directors shall be a majority of the current board members attending the meeting.	<u>Section 4. A quorum of the board of directors shall be a simple majority of the current board members</u>

Rationale: A quorum is considered 50% of the board members plus 1, otherwise termed as a simple majority.

Amend Article VIII – Board of Directors Section 5, replace budget with finance;

Current Wording	Effect of Proposed Wording
Section 5. The board of directors shall approve the budget, submitted by the budget committee prior to July 1.	<u>Section 5. The board of directors shall approve the budget, submitted by the finance committee prior to July 1.</u>

Rationale: Conforming amendment changing the name of the Budget Committee to the Finance Committee.

Amend Article VIII – Board of Directors Section 6, remove “during the interim”; remove “regular conventions”, insert “annual meetings”, remove “that of modifying any action taken by the convention”, replace with “as otherwise provided in these bylaws, the board shall adopt special rules of order and policies to govern its proceedings and the affairs of Massachusetts PTA over which it has power and authority”, remove “It may also recommend to convention such changes in policy or administration; as the board of directors deems advisable”

Current Wording	Effect of Proposed Wording
Section 6. The board of directors shall have all power and authority over the affairs of Massachusetts PTA during the interim between regular conventions of Massachusetts PTA, except that of modifying any action taken by the convention. It may also recommend to convention such changes in policy or administration, as the board of directors deems advisable.	<u>Section 6. The board of directors shall have all power and authority over the affairs of Massachusetts PTA between annual meetings, except as otherwise provided in these bylaws; the board shall adopt special rules of order and policies to govern its proceedings and the affairs of Massachusetts PTA over which it has power and authority.</u>

Rationale: Clarify that the Board of Directors has authority to make decisions between Annual Meetings but not if that decision goes directly against any vote taken by the member delegates at the Annual Meeting previously.

**Massachusetts PTA Bylaws Committee’s Proposed Amendments and Rationale
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ARTICLE VIII – BOARD OF DIRECTORS cont.

Amend Article VIII – Board of Directors Section 9, insert language on Nominating Committee previously in Article VI: Officers and Their Election Section 4

Current Wording	Effect of Proposed Wording
<p>Section 9. The board of directors may remove by due process any appointed or elected member of its body by a two-thirds vote whenever in its judgment the best interests of Massachusetts PTA will be served. Following an affirmative vote:</p> <ol style="list-style-type: none"> a. The officer or appointed member must be given fifteen (15) days’ written notice of the hearing to remove the officer from office; b. The written notice shall contain the reasons for the proposed removal, and shall be mailed by certified mail, return receipt requested, to the last address of the officer shown on the association’s records; c. At the hearing, the officer or appointed member must be given an opportunity to address the executive committee, either orally or in writing; d. Not less than five (5) days following the hearing, the executive committee shall convene and vote whether the officer will be removed from office; e. A two-thirds (2/3) vote of the executive committee shall be sufficient to remove the officer or appointed member from office; <p>The removal vote shall be recorded in the executive committee minutes and shall specify the number of voting in favor of and against such removal.</p>	<p><u>Section 9. The board of directors shall elect a Nominating and Leadership Recruitment Committee of at least three (3) but no more than five (5) members from its own body at the first regular meeting of the newly elected board of directors following officer elections.</u></p> <ol style="list-style-type: none"> a. <u>The Nominating and Leadership Recruitment Committee will elect its own chair;</u> b. <u>This committee shall nominate one candidate for each office to be filled at the next annual meeting. Diversity, PTA knowledge and professional expertise shall be guiding principles when making nominations and appointments;</u> c. <u>The committee shall send the report of the nominations to the Massachusetts PTA office to be forwarded to each member of the board of directors, and to each council and local PTA president, at least thirty (30) days before Massachusetts PTA Annual Meeting;</u> d. <u>The committee shall report to the annual meeting at the first general session, at which time additional nominations may be made from the floor provided the consent of the nominee has been secured in writing; and</u> e. <u>When there is but one candidate for an office, the ballot for that office may be dispensed with and election held by voice vote. A majority vote shall be required for election. The newly elected officers shall assume their duties July 1 following the start of the National PTA Convention.</u>

Rationale: As the Nominating and Leadership Recruitment Committee is comprised of members of the Board of Directors the definition of the committee and how it is formed belongs under the roles and responsibilities of the Board of Directors article.

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ARTICLE VIII – BOARD OF DIRECTORS cont.

Amend Article VIII – Board of Directors Section 10 insert language on board vacancies from Article VI: Officers and Their Election Section 6;

Current Wording	Effect of Proposed Wording
<p>Article VI: Officers and Their Election</p> <p>Section 6. The board of directors shall fill a vacancy in any office, other than president, for the unexpired term. A ten-day notice of the vacancy shall be given, which may be by way of the agenda mailed before the meeting. Election shall be by ballot if more than one candidate is nominated. If a ten-day notice has not been given, a two-thirds vote of the members present and voting shall be necessary for election. A person who has served one-half or more of a two-year term shall be considered to have served one complete term.</p> <p>Article VIII: Board of Directors</p> <p>Section 10. When any person ceases to hold the office, which entitles him to be a member of the board of directors, he shall automatically cease to be a member of the board of directors and shall be relieved of all duties and responsibilities.</p>	<p><u>Section 10. The board of directors shall fill a vacancy in any office, other than president, for the unexpired term.</u></p> <p>a. <u>A ten (10) day notice of the vacancy shall be given, which may be by way of the agenda mailed before the meeting;</u></p> <p>b. <u>Election shall be by ballot if more than one candidate is nominated;</u></p> <p>c. <u>If a ten (10) day notice has not been given, a two-thirds (2/3) vote of the members present and voting shall be necessary for election; and</u></p> <p>d. <u>A person who has served one-half (1/2) or more of a two (2) year term shall be considered to have served one complete term.</u></p>

Rationale: As the responsibility of filling a vacancy in an open office falls to the Board of Directors this section fits better in Article VIII: Board of Directors than in Article VI: Duties of Officers.

Removal of former Section 10, redundancy on removal of role from Board of Directors.

Amend Article VIII – Board of Directors Reordering, Section 9 becomes 11, former Section 11 becomes 12; new Section 13 insert section on Lifetime Achievement Award moved from Article V: Members and Dues Section 4

Current Wording	Effect of Proposed Wording
<p>Article V: Members and Dues</p> <p>Section 4. The Massachusetts PTA Board of Directors may confer a Life Achievement Award upon persons who have distinguished themselves in service to children and youth. Any local PTA or council or Massachusetts PTA Board of Directors upon its own initiative may recommend a person for a Massachusetts PTA Life Achievement Award.</p>	<p><u>Article VIII: Board of Directors</u></p> <p><u>Section 13. The Massachusetts PTA Board of Directors may confer a Life Achievement Award upon persons who have distinguished themselves in service to children and youth. Any local PTA or council or Massachusetts PTA Board of Directors upon its own initiative may recommend a person for a Massachusetts PTA Life Achievement Award.</u></p>

Rationale: As the responsibility of conferring the Massachusetts PTA Life Achievement Award falls to the Board of Directors this section fits better in Article VIII: Board of Directors than in Article V: Members and Dues.

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9. ARTICLE IX – EXECUTIVE COMMITTEE

Amend Article IX – Executive Committee Section 2. from 4 days notice to 5 days notice

Current Wording	Effect of Proposed Wording
Section 2. Special meetings of the executive committee may be called by the president or upon written request of three (3) executive committee members with 4 days notice to each member of the executive committee.	<u>Section 2. Special meetings of the executive committee may be called by the president or upon written request of three (3) executive committee members with five (5) days notice to each member of the executive committee.</u>

Rationale: National PTA bylaws uses five days as the required time and this amendment would put us in alignment with those bylaws.

Amend Article IX – Executive Committee Section 4: Insert one appointed member at large to serve conterminously with the president’s term, separate by adding bullets: a. must be paying members of a constituent association of the Massachusetts PTA; b. Attend all regular meetings and special meetings of the board and the annual convention unless excused for a valid reason by the president or presiding officer of that meeting;

Current Wording	Effect of Proposed Wording
<p>Section 4. The executive committee shall:</p> <ul style="list-style-type: none"> a. Approve the chairpersons for all standing and special committees. The term of each shall be two years, not to exceed that of coterminous with the current president. b. Transact business referred to it by the board of directors. c. Hold at least three meetings a year either in person, 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. d. Act in emergencies between meetings of the board of directors. e. Make a report at each meeting of the board of directors. f. Appoint a financial secretary with approval from the board of directors. g. Appoint student representatives (not to exceed 2) with approval from the board of directors. h. Be responsible for the hiring and supervision of performed by paid employees, paid consultants or contractors for Massachusetts PTA. i. Fix the salaries and benefits (if provided) of any employees who shall work under the general supervision of the president. 	<p><u>Section 4. The executive committee shall:</u></p> <ul style="list-style-type: none"> a. <u>Approve the chairpersons for all standing and special committees. The term shall be coterminous with the current president;</u> b. <u>Transact business referred to it by the board of directors;</u> c. <u>Hold at least three meetings a year either in person, by telephone conference or virtually so long as all the members can simultaneously hear each other and participate during the meeting;</u> d. <u>Act in emergencies between meetings of the board of directors;</u> e. <u>Make a report at each meeting of the board of directors;</u> f. <u>Appoint a financial secretary with approval from the board of directors;</u> g. <u>Appoint student representatives (not to exceed 2) with approval from the board of directors;</u> h. <u>Be responsible for the hiring and supervision of work performed by paid employees, paid consultants or contractors for Massachusetts PTA; and</u> i. <u>Fix the salaries and benefits (if provided) of any employees who shall work under the general supervision of the president.</u>

Rationale: Updating language to conform to other updates in these bylaws and recognize changing technology for communications.

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ARTICLE IX – EXECUTIVE COMMITTEE cont.

Amend Article IX – Executive Committee Section 5. Insert new section identifier

Current Wording	Effect of Proposed Wording
The executive committee shall take no action in conflict with any action taken by the board of directors.	<u>Section 5. The executive committee shall take no action in conflict with any action taken by the board of directors.</u>

Rationale: Formatting update by declaring the last line in the article as a section.

10. ARTICLE X – STANDING COMMITTEES

Amend Article X – Standing Committees Section 2. order of standing committees to reflect the changes in titles

Current Wording	Effect of Proposed Wording
Section 2: Standing committees of Massachusetts PTA shall be, but not limited to: Budget, Bylaws/Policies and Procedures; Convention; Diversity/Inclusion; Extension/Membership, Federal and State Advocacy; Health, Safety and Wellness; Nominating and Reflections.	<u>Section 2: Standing committees of Massachusetts PTA shall be, but not limited to: Annual Meeting; Bylaws/Policies and Procedures; Diversity, Equity and Inclusion; Federal and State Advocacy; Finance; Health, Safety and Wellness; Membership, Nominating and Leadership Recruitment; and Reflections.</u>

Rationale: Updating names of committees as they have developed and changed in scope and function.

11. ARTICLE XI – STATE AND LOCAL RELATIONSHIPS

Amend Article XI – State and Local Relationships Section 3. Bullet items a thru c for clarity in reading.

Current Wording	Effect of Proposed Wording
Section 3. The Massachusetts PTA board of directors shall give due consideration to the report of the committee and shall accord the local PTA an opportunity to be heard and to respond to the report. If, upon such consideration and hearing, Massachusetts PTA board of directors finds a violation by a local PTA, it may, by a two-thirds vote of all of its members then in office require the local PTA to take appropriate action within a period of time stipulated by Massachusetts PTA board of directors; and if the recommended action is not taken by the local PTA within the allotted time, Massachusetts PTA board of directors may, by a two-thirds vote of all its members then in office, grant the local PTA an extension of time not less than six (6) weeks nor more than eighteen (18) months in which to achieve satisfactory compliance with the action required by Massachusetts PTA board of directors. Failing such compliance, Massachusetts PTA board of directors may, by two thirds vote of all its members then in office, withdraw the charter of the local PTA and terminate its status as a local PTA.	<p><u>Section 3. The Massachusetts PTA board of directors shall give due consideration to the report of the committee and shall accord the local PTA an opportunity to be heard and to respond to the report. If, upon such consideration and hearing, Massachusetts PTA board of directors finds a violation by a local PTA, it may, by a two-thirds vote of all of its members then in office;</u></p> <p>a. <u>Require the local PTA to take appropriate action within a period of time stipulated by Massachusetts PTA board of directors; and</u></p> <p>b. <u>If the recommended action is not taken by the local PTA within the allotted time, Massachusetts PTA board of directors may, by a two-thirds (2/3) vote of all its members then in office, grant the local PTA an extension of time not less than six (6) weeks nor more than eighteen (18) months in which to achieve satisfactory compliance with the action required by Massachusetts PTA board of directors; and</u></p> <p>c. <u>Failing such compliance, Massachusetts PTA board of directors may, by two thirds (2/3) vote of all its members then in office, withdraw the charter of the local PTA and terminate its status as a local PTA.</u></p>

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12. ARTICLE XII – STATE CONVENTION

Amend Article XII – State Convention to be named Annual Meeting

Sections 1, 2, 3, 6, and 7 contain conforming amendments changing Convention to Annual Meeting

Section 8, insert or electronically as specified by the Massachusetts General Laws dictating how corporations act.

Section 9, insert electronically, remove by mail, ballots shall be used, insert of delegates, insert bullet a. language from Section 10

Section 10, strike out and move to Section 9 a. The results of the election shall be reported to the board of directors at the meeting corresponding to the post convention board meeting. Strike out and move to new Section 11 Local units shall be notified of the election results within 30 days of the post convention board meeting.

Current Wording	Effect of Proposed Wording
<p>Section 8. In the event that no convention is held, the board of directors shall have the authority to conduct all necessary business (i.e. Elections, bylaw changes, etc.) by mail.</p> <p>Section 9. In the event the election is conducted by mail, ballots shall be used, and each unit may cast its full vote in accordance with the provisions of Section 3 of this Article.</p> <p>Section 9. The results of the election shall be reported to the board of directors at the meeting corresponding to the post-convention board meeting. Newly elected officers shall assume their duties July 1 following the National PTA Convention. Local units shall be notified of the election results within 30 days of the post-convention board meeting. Local units shall be notified of the election results within 30 days of the post-convention board meeting.</p>	<p><u>Section 8. In the event that no annual meeting is held, the board of directors shall have the authority to conduct all necessary business (i.e. Elections, bylaw changes, etc.) by mail or electronically as specified by the Massachusetts General Laws dictating how corporations act.</u></p> <p><u>Section 9. In the event the election is conducted electronically each unit may cast its full vote of delegates in accordance with the provisions of Section 3 of this Article.</u></p> <p style="padding-left: 40px;"><u>a. The results of the election shall be reported to the board of directors at the meeting corresponding to the post-annual meeting board meeting</u></p> <p><u>Section 10. Newly elected officers shall assume their duties July 1 following the National PTA Convention.</u></p> <p><u>Section 11. Local units shall be notified of the election results within 30 days of the post-annual meeting board meeting.</u></p>

Rationale: Updating processes of vote taking to be inclusive of technology and restructuring format to clearly identify requirements during and post annual meeting.

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13. ARTICLE XIII – NATIONAL CONVENTION

Sections 1, insert “National PTA”

Section 2, insert “the bylaws and”

Current Wording	Effect of Proposed Wording
<p>Section 1. The following members of Massachusetts PTA shall be entitled to be delegates at the Annual Convention:</p> <ul style="list-style-type: none"> a. The Massachusetts PTA President. b. Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major fraction thereof, of Massachusetts PTA, as shown on the books of the secretary/treasurer of National PTA as of March 31 preceding the annual convention. <p>Section 2. The selection and funding of the delegates shall be determined by the Board of Directors of Massachusetts PTA.</p>	<p><u>Section 1. The following members of Massachusetts PTA shall be entitled to be delegates at the National PTA Annual Convention:</u></p> <ul style="list-style-type: none"> a. <u>The Massachusetts PTA President; and</u> b. <u>Five (5) delegates plus one (1) delegate per one thousand (1,000) members, or major fraction thereof, of Massachusetts PTA, as shown on the books of the secretary/treasurer of National PTA as of March 31 preceding the annual National PTA convention.</u> <p><u>Section 2. The selection and funding of the delegates shall be determined by the bylaws and the Board of Directors of Massachusetts PTA.</u></p>

Rationale: Clarify statements are related to the National PTA Convention and that delegates are selected by adhering to these bylaws.

Note: Article XIV: Fiscal Year, Article XV: Electronic Meetings and Communication and Article XVI: Parliamentary Authority have no changes and are not listed in this document.

**Massachusetts PTA Bylaws Committee’s Proposed Amendments and Rationale
2021 Massachusetts Annual Meeting**

14. ARTICLE XVII – AMENDMENTS

Sections 1, conforming amendment to replace convention with meeting, bullet a. insert “Bylaws” and “Massachusetts PTA”

Current Wording	Effect of Proposed Wording
<p>Section 1. These bylaws may be amended at an Annual convention by a two-thirds vote of those present and voting, provided the following requirements have been complied with:</p> <ul style="list-style-type: none"> a. The adoption of an amendment must be accepted by the committee on state bylaws before being presented to the Board of Directors for their approval. b. A copy of the amendment or amendments shall have been mailed or emailed to each member of the board of directors not less than thirty (30) days prior to the date of the convening of Massachusetts PTA Annual Convention c. The amendment or amendments shall have been distributed by mail or email to local units and council thirty (30) days prior to Massachusetts PTA Annual Convention <p>Section 2. 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.</p>	<p><u>Section 1. These bylaws may be amended at an Annual Meeting by a two-thirds (2/3) vote of those present and voting, provided the following requirements have been complied with:</u></p> <ul style="list-style-type: none"> a. <u>The adoption of an amendment must be accepted by the Bylaws Committee before being presented to the Massachusetts PTA Board of Directors for approval;</u> c. <u>A copy of the amendment or amendments shall have been mailed or emailed to each member of the board of directors not less than thirty (30) days prior to the date of the convening of Massachusetts PTA Annual Meeting; and</u> d. <u>The amendment or amendments shall have been distributed by mail or email to local units and council thirty (30) days prior to Massachusetts PTA Annual Meeting.</u> <p><u>Section 2. 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.</u></p>

Rationale: Clarification of groups referred to in Article.