

**Brown International Academy  
Parent Teacher Association  
Bylaws  
Adopted November 15, 2012  
Ratified February 7, 2013**

**\* Article I — Name**

The name of this organization is the Brown International Academy Parent Teacher Association (the "PTA"), Denver, Colorado. It is a local PTA organized under the authority of Colorado Congress of Parents and Teachers (Colorado PTA), a branch of the National Congress of Parents and Teachers (National PTA).

**\* Article II — Purposes**

**Section 1.** The purposes of the PTA are:

- a. to promote the welfare of children and youth in home, school, community, and place of worship;
- b. to raise the standards of home life;
- c. to secure adequate laws for the care and protection of children and youth;
- d. to bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth; and
- e. to develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

**Section 2.** The purposes of the PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in the Article on Basic Policies.<sup>1</sup>

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

**\* Article III — Basic Policies**

The following are basic policies of PTA:

- a. the organization shall be noncommercial, nonsectarian, and nonpartisan;
- b. the organization shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities;
- c. the organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large;
- d. no part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article on Purposes hereof;
- e. notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (ii) by an organization,

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contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code;

- f. upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA; and
- g. the organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.<sup>2</sup>

**\* Article IV — Relationship with National PTA and Colorado PTA**

- Section 1.** This local PTA shall be organized and chartered under the authority of the Colorado PTA in the area in which this local PTA function, in conformity with such rules and regulations, as the Colorado PTA may in its bylaws prescribe. The Colorado PTA shall issue to this local PTA an appropriate charter evidencing the due organization and good standing of this local PTA.
- Section 2.** This local PTA shall adopt such bylaws for the government of the organization as may be approved by the Colorado PTA. Such bylaws shall not be in conflict with National PTA bylaws or the bylaws of Colorado PTA.
- Section 3.** The charter of a local PTA shall be subject to withdrawal and the status of the local PTA shall be subject to termination under the circumstances provided in the bylaws of the Colorado PTA.
- Section 4.** This local PTA is obligated, upon withdrawal of its charter by the Colorado PTA:
  - a. To yield up and surrender all of its books and records and all of its assets and property to the Colorado PTA or to such agency as may be designated by the Colorado PTA, or to another local PTA organized under the authority of the Colorado PTA;
  - b. To cease and desist from the further use of any name that implies or connotes association with the National PTA or the Colorado PTA or status as a constituent organization of the National PTA; and
  - c. To carry out promptly, under the supervision and direction of the Colorado PTA, all proceedings necessary or desirable for the purpose of dissolving this PTA.
- Section 5.** Delinquent status — Failure to remit membership dues by the end of the Colorado PTA fiscal year (June 30) shall result in the association being declared “delinquent”. Delinquent units will be ineligible for all Colorado PTA sponsored activities, materials, and services until such time as dues are paid. Continued delinquency may result in withdrawal of the charter under the procedure outlined in the Article on Dissolution.
- Section 6.** Provisional status — The following may constitute cause for a unit to be placed on provisional status. Failure to correct violations within timelines set by the Colorado PTA may result in withdrawal of the charter:
  - a. failure to comply with Internal Revenue Service (IRS) regulations;
  - b. violation of the purposes or basic policies of PTA; and
  - c. violation of unit, Colorado PTA, or National PTA bylaws. Each constituent organization (council or local unit) shall include in its bylaws provisions corresponding to the Colorado PTA bylaws as are identified therein by a star (\*);
- Section 7.** Good Standing — Colorado PTA requires the following to be a unit in good standing:
  - a. remits the state and national portion of the dues and membership reports through the Colorado PTA to reach the state office by dates established by Colorado PTA;
  - b. has bylaws approved according to the procedures of Colorado PTA;

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- c. purchases directors/officers, liability and bonding insurance coverage. Should insurance not be purchased through Colorado PTA, proof of insurance is required to be submitted to Colorado PTA;
- d. submits a complete officer's list as requested by Colorado PTA;
- e. submits a copy of its annual financial review/audit report;
- f. submits a copy of required IRS Form i.e. 990, 990-EZ, or 990-N (as required to file a tax return;)
- g. registers with the Colorado Secretary of State office for the Colorado Charitable Solicitations Act (if required); and
- h. meets other criteria as may be prescribed by the Colorado PTA (as necessitated by state statute, IRS regulations, etc.)

**Article V — Membership and Dues**

- \*Section 1.** Every individual who is a member of this local PTA is, by virtue of that fact, a member of the National PTA and of the Colorado PTA by which this local PTA is chartered, and is entitled to all the benefits of such membership.
- \*Section 2.** Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of National PTA.
- \*Section 3.** Each member of this local PTA shall pay annual dues to this organization. The amount of such dues shall include the portion payable to the Colorado PTA (the "state portion") and the portion payable to National PTA (the "national portion"). Dues for the local unit portion shall be determined by the membership at any regular general membership meeting.<sup>3 4</sup> The total amount of each member's dues shall be ten dollars (\$10.00).
- \*Section 4.** Each local PTA shall accept members at any time. A planned membership campaign shall be conducted throughout the year.
- \*Section 5.** The state and national portions of the dues paid by each member of a local PTA shall be set aside and remitted to the Colorado PTA according to established procedure.
- Section 6.** Each member of this local PTA acknowledges that all accounts and property, tangible or intangible, acquired by the PTA shall unequivocally remain the property of this PTA until its distribution in accordance with these bylaws.

**Article VI — Officers and Election**

- \*Section 1.** Each elected officer of this PTA shall be a member of this PTA.
- \*Section 2.** Officers and their election:
  - a. the elected officers of this association shall be president, one (1) vice president, a secretary and a treasurer;
  - b. officers shall be elected in the month of April;
  - c. the vote shall be conducted by ballot and a majority vote shall elect. When there is but one candidate for any office that election may be held by voice vote;
  - d. no officer shall serve more than two (2) consecutive terms in the same office; and
  - e. a person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.
- Section 3.** The nominee for president of this local PTA shall have served as president-elect/vice-president of this PTA for one (1) year. In the event that a member nominee with this qualification is unavailable, the qualification can be waived if a past president or member of the board of directors is available for nomination.
- Section 4.** Appointed officers:

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a. appointed officers of this association shall be (list):

- i. the principal, or the principal's designee
- ii. an assistant treasurer
- iii. an assistant secretary

b. appointed officers may serve unlimited terms.

**Section 5.** Officers shall assume their official duty on the first day of July and shall serve for a term of one (1) year until their successors are elected and assume office.

**Section 6.** In the president's absence or inability to serve, officers, in their designated order of vice president, treasurer and secretary, shall perform the duties of the president.

**\*Section 7.** Nominating committee — There shall be a nominating committee composed of three (3) members who shall be elected by the board of directors of this local PTA at least two (2) months prior to the election of officers.

The committee shall:

- a. elect a chair;
- b. nominate one eligible person for each office to be filled and report its nominees at the regular general membership meeting at least thirty (30) days prior to the election. Additional nominations may be made from the floor at the election meeting; and
- c. only those individuals who are current members of a local PTA and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

**Section 8.** Vacancy committee — A vacancy occurring in any office, except the office of president, shall be filled for the un-expired term by a majority vote of the board of directors. In the case a vacancy occurs in the office of president, the vice president shall assume office.

### **Article VII — Duties of Officers**

**Section 1.** The president shall:

- a. preside at all meetings of this local PTA, board of directors;
- \*b. serve as an ex-officio member of all committees except the nominating committee and the financial review/audit committee;
- c. coordinate the work of the officers and committees of this local PTA in order that the purposes may be promoted;
- d. be one of the signatories on all PTA accounts. Signers of PTA accounts cannot have disbursement authority over school/school district funds;
- e. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors;
- f. appoint standing and special committee chairs with the approval of the board of directors, with the exception of the nominating and financial review/audit committees chairmen; and
- g. appoint special committees, as needed, with the approval of the board of directors.
- h. assist the secretary with the maintenance, filing and archiving of PTA documents as lists.

**Section 2.** The president-elect shall:

- a. serve as the vice-president;
- b. serve as aide to the president;
- c. be one of the signatories on all PTA accounts. Signers of PTA accounts cannot have disbursement authority over school/school district funds;
- d. conduct this local PTA's meetings in accordance with its special rules of order;
- e. perform the duties of the president in the president's absence or inability to serve; and
- f. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, the board of directors.

**Section 3.** The secretary shall:

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- a. record the minutes of all meetings of the PTA and board of directors; in the event the secretary is unable to attend a meeting of the PTA or board of directors, the secretary will appoint another qualified member act on his or her behalf at the meeting.
- b. record attendance at all meetings of the PTA and board of directors;
- c. be prepared to read the records of any previous meetings;
- d. acquiring translation services as needed for all relevant PTA records as directed by the board of directors;
- e. publish the records of any previous meetings to the membership according the policies of the membership committee
- f. file and maintain archival copies all records;
- g. have a current approved copy of the bylaws;
- h. maintain a current membership list; and
- i. perform such other duties as may be provided for by these bylaws, prescribed by the special rules of order, or directed by the president, the board of directors.

**Section 4.** The treasurer shall:

- \*a. have custody of the funds of this local PTA;
- \*b. maintain a full account of the funds of this local PTA;
- \*c. make disbursements as authorized by the president, the board of directors or the membership of this local PTA in accordance with the budget adopted by this local PTA;
- \*d. be one of the signatories on all PTA accounts. Signers of PTA accounts cannot have disbursement authority over school/school district funds;
- \*e. cause to be kept a full and accurate account of the receipts and disbursements in the books belonging to the PTA;
- \*f. provide a financial report to the board of directors and the membership at each meeting;
- \*g. provide an annual report of the financial condition of the organization to the membership at the meeting following the financial review/audit;
- \*h. submit the books annually for a financial review/audit by an auditor or a financial review committee selected by the board of directors. A check signatory may not be the auditor or a member of the committee. The financial review must be completed within thirty (30) days of the close of the fiscal year. A report of the completed review will be presented to the board of directors for adoption at the first general board meeting following the completion of the review, and a copy will be submitted to the Colorado PTA; and
- \*i. perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the president, the board of directors.
- j. in the event the treasurer is unable to attend a meeting of the PTA or board of directors, the treasurer will appoint another qualified member to act on his or her behalf at the meeting.

**Article VIII — Board of Directors**

**Section 1.** The affairs of the PTA shall be managed by the board of directors in the intervals between local PTA general membership meetings. The board of directors shall take no action in conflict with these bylaws or any action taken by the membership.

**\*Section 2.** Each board member shall be a member of this local PTA.

**\*Section 3.** A PTA member shall not serve as a voting member of the local unit's board of directors while serving as a paid employee of, or under contract to, that unit.

**Section 4.** The members of the board shall be:

- a. elected officers;
- b. standing committee chairs as described in Article IX, Section 2 of these bylaws;

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- c. the president may appoint a parliamentarian, subject to approval of the board of directors of this local PTA.
- Section 5.** Duties of the board shall be to:
  - a. carry out necessary business;
  - b. create standing and special committees;
  - c. create a report at the regular general membership meetings of this local PTA;
  - \*d. present an annual budget prepared by the budget committee, to be approved by the membership; and
  - e. approve bills to be paid within the limits of the approved or amended budget.
- \*Section 6.** The Board shall choose a process by which to perform the required annual financial review. Acceptable processes include either an internal financial review performed by a minimum of two (2) people who were not signatories on the account during the fiscal year being examined/reviewed, or an external review performed by a CPA. A report of the completed review will be presented for adoption at the first general board meeting following the completion of the financial review or audit, and a copy will be submitted to the Colorado PTA.
- Section 7.** If any member of the board of directors shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board with a two-thirds (2/3) vote by the board of directors.
- \*Section 8.** Regular meetings of the board of directors shall be held with the date and time to be fixed by the board at its first meeting of the year.
- \*Section 9.** Special meetings of the board of directors may be called by the president or when requested by two (2) board members upon five (5) business days written notice to each member of the board.
- \*Section 10.** At all meetings of the board of directors, a majority of the members of the board shall constitute a quorum for the transaction of business.
- \*Section 11.** Upon the expiration of the term of office or when individuals cease to hold the position that entitles them to be a member of the board, they shall automatically cease to be a member of the board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, and other materials pertaining to the position shall be turned over to the president and all funds pertaining to the position shall be returned to the treasurer within fourteen (14) days.

**Article IX — Committees**

- \*Section 1.** Only members of this local PTA shall be eligible to serve in any elected or appointed positions.
- \*Section 2.** The nominating committee is a standing committee of this local PTA. Additional standing committees are finance and membership.
- Section 3.** The board of directors may create such standing committees and special committees, as it may deem necessary to promote the purposes of PTA and carry on the work of this local PTA.
- Section 4.** The term of office of a committee chair shall correspond to that of the officers or until the selection of a successor. A new body of committee members shall be appointed at the beginning of each administration. Committee chair and committee members may serve unlimited terms in the same position.
- Section 5.** The chair of each committee shall present a plan of work to the board of directors for approval. No committee work shall be undertaken without the consent of the board of directors.
- Section 6.** The chair of each standing committee shall appoint the members of that committee with the approval of the president.

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**Section 7.** The finance committee will adopt policies and procedures pertaining to the financial operations of the PTA at the beginning of each administration to be approved by the board of directors. Financial policies and procedures will include rules for funding requests, expense reimbursements, controls for cash and cash equivalents and financial reporting.

**Article X — General Membership Meetings**

- \*Section 1.** Regular meetings of this local PTA shall be held at least six (6) times per year; dates to be set by the board of directors at the first regular meeting of the year, unless otherwise provided by this local PTA or the board of directors upon five (5) business days notice shall be given to the membership of any change of date.
- \*Section 2.** Special meetings of this local PTA may be called by the president, a majority of the board of directors, or by ten (10) percent of the members upon five (5) business days notice having been given.
- \*Section 3.** The election meeting shall be held in April.
- \*Section 4.** Ten (10) percent of the members shall constitute a quorum for the transaction of business in any meeting of this local PTA.
- \*Section 5.** There shall be no proxy voting.

**Article XI – Electronic Meetings**

The Board of Directors, standing committees, special committees, and subcommittees are authorized to meet by electronic communications media, so long as all members may participate.

**Article XII — Council Membership**

- Section 1.** Denver Council — the association shall be entitled to be represented in meetings of the Denver Council PTSA by the president or his/her alternate, and two (2) accredited delegates or their alternates selected by the unit. Unit delegates must be current PTA members.
- Section 2.** Delegate Selection. Delegates and their alternates shall be appointed by the board of directors at the first meeting of the new term.

**Article XIII — PTA Conventions**

- \*Section 1.** Colorado PTA convention — This local PTA shall be entitled to be represented by five (5) delegates or alternates and one (1) delegate or alternate for the first one hundred (100) members or fraction thereof plus one (1) delegate or alternate for each additional one hundred (100) members or fraction thereof in good standing as shown on the books of the Colorado PTA as of the second dues reporting date of the fiscal year.
  - a. All representatives to the Colorado PTA convention must be members of this local PTA.
  - b. Delegates and their alternates shall be appointed by the board of directors in February
- Section 2.** National PTA convention — the Brown International Academy Parent Teacher Association shall submit names of delegates to attend the National PTA Convention to the Colorado PTA office. Delegates shall attend National PTA Convention as delegates of the Colorado PTA but nametag and registration will include the local PTA name.

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- \*a. All representatives to the National PTA convention must be members of this local PTA.
- b. Delegates and their alternates shall be appointed by the board of directors in February.

**Article XIV — Fiscal Year and Financial Responsibilities**

- \*Section 1.** The fiscal year of the this local PTA shall begin on July 1 and end on the following June 30.
- \*Section 2.** This local PTA shall keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization, including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to the Colorado PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Colorado PTA or, where directed by the committee on state and national relationships, by a duly authorized representative of the National PTA.
- \*Section 3.** This organization must file in the Colorado PTA office, a copy of the current IRS Form 990 or 990-EZ (gross income as determined by the IRS) or IRS 990-N ([e-Postcard] gross income as determined by the IRS) by the date required by the IRS for filing.
- \*Section 4.** All accounts of this PTA require two (2) signatures for all disbursements and withdrawals. All accounts shall have a minimum three signers on the accounts.
- Section 5.** For purposes of these bylaws, a business day is any day that is not a Saturday, Sunday or a holiday generally observed by national and regional banks located in Denver, Colorado.

**\* Article XV — Parliamentary Authority**

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

**\* Article XVI — Amendments**

- Section 1.** These bylaws may be amended at any regular general membership meeting of the PTA by a two-thirds (2/3) vote of members present and voting, a quorum having been established, provided the amendments have been provided to the membership at least thirty (30) days prior to the meeting.
- Section 2.** 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.
- Section 3.** Submission of amendments or revised bylaws for approval by the Colorado PTA shall be in accordance with the bylaws or regulations of the Colorado PTA.
- Section 4.** The adoption of an amendment to any required provisions of the National PTA and the Colorado PTA shall serve automatically and without requirement of further action by the constituent organization, the PTA. The constituent organization (local unit) shall promptly incorporate such amendments in their respective bylaws.

**\* Article XVII — Dissolution**

- Section 1.** A local PTA, under the supervision and direction of the Colorado PTA, shall dissolve its affairs in the following manner:

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- a. notice, by certified mail, of pending dissolution must be given to the Colorado PTA at least forty-five (45) days before the meeting of the membership is held to discuss and vote on the dissolution issue.
- b. notice of the meeting of the membership must be mailed to all members of the unit and the Colorado PTA at least thirty (30) days before the meeting. A representative of the Colorado PTA, designated by the appropriate Colorado PTA Region Director, must be present. A two-thirds (2/3) ballot vote of members present and voting, a quorum being present, must carry this intent of dissolution. Dissolution is effective immediately if vote is in the affirmative.
- c. upon dissolution, the Colorado PTA must receive:
  - (1) a certified letter giving details of the vote to dissolve, and a detailed accounting of the disbursements of funds;
  - (2) a copy of the final IRS Form 990, 990-EZ, or 990-N and the original IRS Employer Identification number (EIN);
  - (3) charter, all Colorado PTA and National PTA materials, current bylaws and standing rules, and minutes, budget, and all financial books of account and records;
- d. disbursement of funds and assets must be approved by a majority vote of members present and voting at the dissolution meeting. All funds and assets must be distributed within two (2) weeks according to the Article on Basic Purposes;
- e. upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of National PTA; and
- f. no PTA money may be used by a new or existing school organization or deposited in school accounts.

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<sup>1</sup> National PTA Bylaws Article IV, Section 5.

<sup>2</sup> National PTA Bylaws Article IV, Section 4.

<sup>3</sup> See the Article on Amendments. Dues changes are required to have previous notice and a two-thirds (2/3) vote.

<sup>4</sup> If individual breakdown of dues (national, state, and/or local) is included in bylaws be aware that any change to such dues, at any level, will result in submission of bylaws for approval.