

**RESTATEMENT OF THE AMENDED DUFIEF ELEMENTARY SCHOOL
PARENT TEACHER ASSOCIATION, INC. BYLAWS**

ARTICLE I Name

The name of this association is Dufief Elementary School Parent Teacher Association, Inc., located at 15001 Dufief Drive, Gaithersburg, MD 20878.

It is a local PTA/PTSA organized under the authority of the Maryland Congress of Parents and Teachers, Inc. (Maryland PTA), a branch of the National Congress of Parents and Teachers (National PTA). This association shall hereinafter be referred to in these bylaws as Dufief ES PTA.

#ARTICLE II Purposes

Section 1. The purposes of this local PTA/PTSA in common with those of National PTA and Maryland 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 National PTA, Maryland PTA, and this local PTA/PTSA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; are governed and qualified by the basic policies set forth in Article III.

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 referred to as "Internal Revenue Code").

#ARTICLE III Basic Policies

The following are basic policies of this local PTA in common with those of National PTA and Maryland PTA:

- a. The association shall be noncommercial, nonsectarian, and nonpartisan.
- b. The association 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 the board of education, state education authorities, and local education authorities.

- c. The association shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the association 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 Article II hereof.
- e. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on
 - i. by an association exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or
 - ii. by an association, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, 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.
- g. The association or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distribution 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.

#ARTICLE IV Relationship with National PTA and Maryland PTA

Section 1. This local PTA/PTSA shall be organized and chartered under the authority of Maryland PTA in the area in which this local PTA/PTSA functions, in conformity with such rules and regulations, not in conflict with National PTA bylaws, as Maryland PTA may in its bylaws prescribe. Maryland PTA shall issue to this local PTA/PTSA an appropriate charter evidencing the due organization and good standing of this local PTA/PTSA.

A local PTA/PTSA, in order to meet the standards of affiliation, shall:

- a. adhere to the purposes and basic policies of the National and Maryland PTA;
- b. remit the national and state dues to the Maryland PTA office by dates designated;
- c. have bylaws approved every three (3) years according to the procedures of Maryland PTA;
- d. have a minimum of twenty-five (25) members;
- e. submit the name and contact information, including phone number, address and e-mail address, of all elected officers to the Maryland PTA office within two (2) weeks of election;
- f. remit bonding, liability, and directors and officers insurance premiums by the date designated;
- g. have an Employer Identification Number (EIN) from the Internal Revenue Service (IRS) on file with Maryland PTA;
- h. maintain its status as a corporation and have, as required by MD Non-Profit law, at a minimum a president, a secretary and a treasurer;

- i. file the appropriate 990 tax forms by the required date with the IRS and submit a copy to the Maryland PTA office within thirty (30) days of filing;
- j. submit a copy of its annual financial review to Maryland PTA before October 31 each year; and
- k. File all appropriate state forms with the appropriate state authorities by the required date and submit a copy to the Maryland PTA office within 30 days of filing.

Section 2. Have at minimum 2 board members, one of which is the treasurer trained by a Council, Maryland PTA or National PTA within one-hundred eighty (180) days of taking office. Training must include financial training regarding Maryland and IRS tax forms.

Section 3. The articles of organization of this local PTA/PTSA include:

- a. the bylaws of such association, and
- b. the certificate of incorporation or articles of incorporation of such association.

Section 4. This local PTA/PTSA shall adopt such bylaws for the government of the association as may be approved by Maryland PTA. Such bylaws shall not be in conflict with National PTA bylaws or the bylaws of Maryland PTA.

Section 5. Bylaws of this local PTA/PTSA shall include an article on amendments.

Section 6. Bylaws of this local PTA/PTSA shall include a provision establishing a quorum.

Section 7. Each officer or board member of this local PTA/PTSA shall be a member of this local PTA/PTSA.

Section 8. The bylaws of this local PTA/PTSA shall prohibit voting by proxy, mail (including electronic communications), or absentee.

Section 9. A PTA/PTSA member shall not serve as a voting member of this local PTA/PTSA's board while serving as a paid employee of, or under contract to, this local PTA/PTSA.

Section 10. Only members of this local PTA/PTSA who have paid dues for the current membership year may participate in the business of this local PTA/PTSA .

Section 11. This local PTA/PTSA shall collect dues from its members and shall remit a portion of such dues to Maryland PTA as provided in Article V hereof.

Section 12. The members of the nominating committee for officers of this local PTA/PTSA shall be elected by the general membership, board of directors, or executive committee (Article VI Section 3a).

Section 13. This local PTA/PTSA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the association, including, specifically, the number of its members, the dues collected from its members, and the amounts of dues remitted to Maryland PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of Maryland PTA.

Section 14. In the event this local PTA/PTSA votes to dissolve and terminate its affairs, it shall be done as follows:

- a. The board of directors (or other body that, under its bylaws, manages the affairs of the constituent association) shall adopt a resolution recommending that this local PTA/PTSA be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving this local PTA/PTSA shall be given to each member entitled to vote at such meeting at least 30 days prior to the date of such meeting.
- b. Written notice of the adoption of such resolution, accompanied by a copy of the notice of the special meeting of members, shall be given to the president of the Maryland PTA at least twenty (20) days before the date fixed for such special meeting of the members. Only those persons who were members in good standing of this local PTA/PTSA on the date of adoption of the resolution and who continue to be members in good standing on the date of the special meeting shall be entitled to vote on the question of dissolution. Approval of dissolution of this local PTA/PTSA shall require the affirmative vote of at least two-thirds (2/3) of the members present and entitled to vote at the special meeting, a quorum being present.

Section 15. In the event of alleged violations by this local PTA/PTSA of the bylaws of the National PTA, the Maryland PTA, or said local PTA/PTSA, or other practices or activities of this PTA/PTSA that may tend to defeat the purposes and basic policies of the National and Maryland PTA, the process for action that may be taken, including but not limited to involuntary dissolution, shall be as follows:

- a. There shall be a committee on state, council, and local relationships of five (5) members, no 2 from the same county/council, appointed by the incoming state president within 30 days of assuming office. The committee shall consist of at least 3 members of the board of directors, and the term of committee members shall be two 2 years.
- b. The committee on state, council, and local relationships, upon receiving the written request of any member of this local PTA/PTSA, any council member, or member of the Maryland PTA Board of Directors, shall review the alleged bylaws violations or other practices or activities of this local PTA/PTSA, and shall provide a written report to the Maryland PTA Executive Committee of the results of the committee's findings and its recommendations, if any, for action. A copy of the report shall be sent to this local PTA/PTSA and the person who submitted the original request.
- c. After giving due consideration to the report of the committee, and action is deemed necessary, the Executive Committee shall provide an opportunity for the said PTA/PTSA to be heard and to respond in writing within thirty (30) days from the date of the report.
- d. If, upon such consideration and hearing, the Executive Committee finds a violation by this local PTA/PTSA, it may, by a two-thirds (2/3) vote of all its members then in office, require this local PTA/PTSA to take appropriate action within a period of time stipulated by the Executive Committee. When such a requirement has been made by the Executive Committee and if the recommended action is not taken by the local PTA/PTSA within the allotted time, the Executive Committee may, by a two-thirds vote of its members then in office, grant this local PTA/PTSA an extension of time in which to achieve satisfactory compliance with the action required by the Executive Committee.

- e. Failing compliance by this local PTA/PTSA, the Executive Committee may, subject to concurrence in such action by the Maryland PTA Board of Directors, withdraw the charter of this local PTA/PTSA.

Section 16. This local PTA/PTSA is obligated, upon withdrawal of its charter by Maryland PTA:

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

Section 17. This local PTA/PTSA shall include in its bylaws provisions corresponding to the provisions of state bylaws identified by the number/pound symbol (#).

ARTICLE V Membership and Dues

#Section 1. Every individual who is a member of this local PTA/PTSA is, by virtue of that fact, a member of National PTA and of Maryland PTA by which this local PTA/PTSA is chartered, and is entitled to all the benefits of such membership.

#Section 2. Membership in this local PTA/PTSA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of National PTA.

#Section 3. Each local PTA/PTSA shall conduct an annual membership campaign but shall continue to admit individuals to membership at any time.

#Section 4. Each member of a local PTA/PTSA shall pay such annual dues (including local, state, and national) as may be prescribed by the association. The amount of the state portion of each member's dues shall be one dollar and fifty cents (\$1.50) per annum. The national portion of each member's dues shall be as recommended by the board of directors and approved by a two-thirds (2/3) majority of the voting body at National PTA Annual Convention. This local PTA/PTSA shall remit the state and national portion of the dues to reach the Maryland PTA office by the dates designated by Maryland PTA.

Section 5. Each member of this local PTA shall pay annual dues of an amount to be determined annually by the board of directors. The amount of such annual dues shall include the portion payable to Maryland PTA and the portion payable to National PTA, as well as County Council.

#Section 6. A person may hold membership in one or more local PTA/PTSAs upon payment of all-inclusive membership fees as required in each local PTA/PTSA's bylaws.

ARTICLE VI Officers and Their Election

#Section 1. Each officer shall be a member of this local PTA/PTSA.

Section 2. Officers and their election:

- a. The officers of this local PTA/PTSA shall be a president, a president elect, 3 vice presidents (1st VP: Educational Programs, 2nd VP: Community Resources, 3rd VP: Social Events), 2 secretaries (recording secretary and social media secretary), and a treasurer.
- b. Officers, other than the president, shall be elected at the last general membership meeting, which is the last meeting of the school year.
- c. Officers shall be elected by ballot; however, if there is but one nominee for any office, election for that office may be by voice vote. A majority vote shall be required for election. The president elect shall assume the job of the president in the following term.
- d. Officers shall assume their official duties July 1 and shall serve for a term of one year or until their successors assume their official duties.
- e. An officer shall not be eligible to serve more than two (2) consecutive terms in the same office. An officer who has served in an office for more than one-half a full term shall be deemed to have served full term in such office.

Section 3. Nominating Committee:

- #a. There shall be a nominating committee composed of 5 members who shall be elected by the Board of Directors. The committee shall elect its own chair.
- b. The nominating committee shall be elected at least 2 months prior to the election of officers.
- c. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees to the general membership at least 10 days prior to the last general membership meeting of the school year, at which time additional nominations may be made from the floor.
- d. Only those individuals who are current members of this local PTA/PTSA and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 4. Vacancies:

Upon acceptance of a letter of resignation from any officer, notice shall be given to the general membership of the vacancy within fifteen (15) days. The vacancy, except for president, shall be filled for the unexpired term by a person elected by a majority vote of the board of directors. A vacancy occurring in the office of president shall be filled for the remainder of the unexpired term by the president elect, or 1st VP if there is no president elect. In the event the president elect (or 1st VP) chooses not to assume the office of president, the general membership shall be notified and an election shall be held by the general membership (Article XI Section 2).

ARTICLE VII DUTIES OF OFFICERS

Section 1.

- a. The president shall preside at all meetings of this local PTA and of the board of directors; shall perform such other duties as may be prescribed in these bylaws or assigned by this PTA or by the board of directors; shall coordinate the work of the officers and committees of this local PTA in order that the objects may be promoted; shall be a member or ex officio of all committees except the nominating committee; and shall review the initial bank statements.

- b. The president-elect will serve as an assistant to the president in order to learn the responsibilities of the position and the functioning of the organization. He or she will fulfill the president's duties whenever necessary. In the event of a vacancy occurring in the office of the president, the president-elect shall fulfill the duties of the president for the remainder of the unexpired term. In the event the president elect chooses not to assume the office of president, the general membership shall be notified and an election shall be held by the general membership (Article XI, Section 2).

Section 2.

The three vice presidents are: Education Programs, Community Resources, and Social Events. The vice presidents shall act as liaisons to the chairpersons of the standing committees and other committees as assigned by the president. They will maintain communication and report committee activities to the board of directors and general membership.

Section 3.

- a. The Recording Secretary shall record the minutes of this local PTA and of the board of directors; shall file all records after approved; shall have a current copy of the by laws; shall maintain a current membership list; and shall perform other delegated duties as assigned.
- b. The Social Media Secretary shall maintain the Dufief PTA social media sites; establish and maintain a social media code of conduct and decorum; and manage comments and respond to questions.

Section 4.

The treasurer shall:

- a. have custody of all funds of this local PTA/PTSA;
- b. keep a full and accurate account of receipts and expenditures including reconciliation of the bank statement each month;
- c. make disbursements as authorized by the president or board of directors of this local PTA/PTSA in accordance with the budget adopted by this local PTA/PTSA;
- d. present a written financial statement at every meeting of the executive committee, the board of directors and the general membership, and at other times when requested by the board of directors;
- e. make a full report before the newly elected officers officially assume their duties;
- f. be responsible for the maintenance of such books of account and records as to conform to the requirements of Article IV Section 13 of these bylaws;
- g. be responsible for preparing and filing all necessary tax forms and submitting a copy to the Maryland PTA office within thirty (30) days of filing;
- h. have the accounts examined at the close of the fiscal year and upon change of treasurer by an auditor or an auditing committee of not less than three (3) persons who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. An auditor or an auditing committee shall be selected by the board of directors at least thirty (30) days before the new officers assume their duties;
- i. and perform such other duties as may be prescribed in these bylaws or assigned by this local PTA/PTSA or by the board of directors.

#Section 5. This local PTA/PTSA shall have checks and vouchers signed by two (2) persons (the treasurer and one other officer).

#Section 6. This local PTA/PTSA shall submit a copy of its annual financial review to Maryland PTA within one hundred twenty (120) days following the local's fiscal year.

Section 7. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, within fourteen (14) days, all records, books, and other materials pertaining to the office, and shall return to the treasurer, immediately, all funds pertaining to the office.

ARTICLE VIII Board of Directors

#Section 1. Each board member shall be a member of this local PTA/PTSA.

Section 2. The board of directors shall consist of the officers of this local PTA as defined in Article VII, the MCCPTA Delegates and Wootton Cluster Representatives, and the principal of the school or a representative appointed by him or her, and a teacher representative.

#Section 3. A PTA/PTSA member shall not serve as a voting member of this local PTA/PTSA's board of directors while serving as a paid employee of, or under contract to, this local PTA/PTSA.

Section 4. The duties of the board of directors of this PTA/PTSA shall be

- a. to transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by this local PTA/PTSA;
- b. to create standing and special committees;
- c. to approve the plans of work of the standing committees;
- d. to present a report at the general membership meetings of this local PTA/PTSA;
- e. to select an auditor or an auditing committee to audit the treasurer's accounts;
- f. to approve and submit an annual budget to this local PTA/PTSA's general membership for adoption;
- g. to approve routine bills within the limits of the adopted budget; and
- h. to establish annual dues for each member.

Section 5. Regular meetings of the board of directors shall be held during the year, the time to be fixed by the board of directors at its first meeting of the fiscal year. Five (5) members of the board of directors shall constitute a quorum. Special meetings of the board of directors may be called by the president or by a majority of the members of the board, one day notice having been given to the general membership.

Section 6. The board of directors, by a two-thirds (2/3) vote of the members present and voting, may remove from his/her position any board member who fails to perform designated duties as outlined in these bylaws, the current policies, procedures and/or job descriptions; fails to attend two consecutive meetings and/or board of directors meetings without being excused; violates the basic policies; misrepresents the positions of the association; or acts in any other way which is detrimental to the philosophy and purposes of the association. When removal action is contemplated, the board member shall be advised by certified mail at least seven (7) days prior to the meeting determination of his/her right to appear before the board of directors at that meeting. Such removal constitutes a vacancy in that office.

ARTICLE IX Executive Committee

#Section 1. The elected officers shall be members of the executive committee.

Section 2. Meetings of the executive committee shall be held as needed. Meetings shall be called by the president or by a majority of the committee members with three (3) days' notice.

#Section 3. At all meetings of the Executive Committee, a majority of the members of the committee shall constitute a quorum for the transaction of business.

Section 4. Duties of the Executive Committee shall be

- a. to transact business referred to it by the board of directors;
- b. to elect standing and special committee chairs;
- c. to act in emergencies between meetings of the board of directors; and
- d. to submit a report at each board of directors meeting.

Section 5. The Executive Committee shall take no action in conflict with any action taken by the board of directors.

ARTICLE X Committees

#Section 1. Only members of this local PTA/PTSA shall be eligible to serve in any elected or appointed position.

Section 2. The board of directors or president may create such standing or special committees as it may deem necessary to promote the purposes and carry on the work of this local PTA/PTSA.

Section 3. The chair of each standing or special committee shall be appointed by the president and one other member from the executive committee. The term of each chair shall be a one year appointment.

Section 4. The chair of each standing committee shall present a plan of work to the appropriate vice president and then the board of directors for approval. No committee work shall be undertaken without the consent of the board of directors.

Section 5. The president shall be a member *ex officio* of all committees except the nominating committee.

Section 6. Vacancies of committee chairs shall be filled by the executive committee or by the president and one other executive committee member.

ARTICLE XI General Membership Meetings

Section 1. At least five (5) general membership meetings of this local PTA/PTSA shall be held during the school year. Dates of meetings shall be determined by the board of directors and announced at the first general membership meeting of the fiscal year. Three (3) days notice shall be given of a change of date, except when postponement of a meeting occurs due to a facility closure event.

Section 2. Special general membership meetings of this local PTA/PTSA may be called by the president or by a majority of the board of directors, one (1) day notice having been given.

Section 3. The annual general membership meeting of this local PTA/PTSA shall be held at the last general membership meeting of the school year, elections to be conducted if applicable.

#Section 4. Ten (10) members shall constitute a quorum for the transaction of business in any general membership meeting of this local PTA/PTSA.

#Section 5. Only members of this local PTA/PTSA who have paid dues for the current membership year may participate in the business of this local PTA/PTSA.

ARTICLE XII Council Membership

Section 1.

a. This local PTA/PTSA shall be represented in meetings of the Montgomery County Council of Parent Teacher Associations by the president or alternate, the principal or alternate, and by 2 delegates or their alternates. All representatives to the council must be members of this local PTA/PTSA.

b. Delegates shall be elected at the last general membership meeting of the school year by the board of directors.

c. Delegates to the Montgomery County Council of PTAs shall serve for a term of 1 year.

Section 2. To participate in the business of the council this local PTA/PTSA shall pay annual dues to the Montgomery County Council of PTAs as provided in the council bylaws.

ARTICLE XIII Maryland PTA Convention

Section 1. This local PTA/PTSA shall be entitled, upon payment of registration, to be represented at the annual meeting of the Maryland PTA by the president or alternate, two (2) other officers or their alternates, and one (1) delegate for every fifty (50) members or major fraction thereof.

a. This local PTA/PTSA shall meet the standards of affiliation annually as of March 31 (or be a new local PTA/PTSA chartered prior to convention as shown on the books of the state treasurer).

b. All representatives to the Maryland PTA convention shall be members of this local PTA/PTSA.

c. Delegates and their alternates shall be chosen according to the guidelines established by this local PTA/PTSA.

#ARTICLE XIV Fiscal Year

The fiscal year of this local PTA shall begin on July 1st and end on the following June 30th.

#ARTICLE XV Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Dufief Elementary School Parent Teacher Association, Inc. in all cases in which they are applicable and in which

they are not in conflict with these bylaws, National PTA bylaws, Maryland PTA bylaws, or the articles of incorporation.

#ARTICLE XVI Amendments

Section 1.

a. These bylaws may be amended at any general membership meeting of this local PTA/PTSA by a two-thirds (2/3) vote of those members present and voting, a quorum being present, provided notice of the proposed amendment, which has been approved by the board of directors, and has been given to the general membership at least thirty (30) days prior to the meeting at which the amendment is to be voted upon. When amended, articles are in effect, but shall be subject to the approval of Maryland PTA.

b. A decision to totally revise the bylaws as a substitute for the existing bylaws requires a majority vote of those members present and voting at a general meeting of this local PTA/PTSA, or a two-thirds (2/3) vote of the board of directors. A committee to carry out this task shall be appointed by the board of directors. The requirement for adoption of a revised set of bylaws shall be the same as in the case of the amendment, including 30 days prior notification to the general membership.

c. Submission of amendments or revised bylaws for approval by Maryland PTA shall be in accordance with the bylaws of Maryland PTA.

Section 2. The adoption of an amendment to any provision of the bylaws of Maryland PTA identified by a number/pound symbol (#) shall serve automatically and without the requirement of further action by this local to amend their corresponding bylaws.

These bylaws are submitted by an existing PTA/PTSA in Maryland and were approved at a general membership meeting of the Dufief Elementary School Parent Teacher Association, Inc. on December 6, 2016.

Danielle Carrick
Recording Secretary

Bylaws should be returned to the school addressed to:
Yonat Lurie, Dufief PTA President

If Maryland PTA has questions or must decline these bylaws, the person to contact is:
Jennifer Nakashima, 1st Vice President
Phone: 240-599-6907
Email: jtmnakashima@gmail.com
School address: 15001 Dufief Drive, Gaithersburg, MD 20878

