

Reviewing, updating, and amending your bylaws

(plus new changes for 2019!)

Bruce Bergman
CAPTA Board of Managers, Bylaws Committee
National Association of Parliamentarians

What you'll learn here

- What documents are used by your PTA
 - When bylaws need to be updated
 - Who does the work of revising and changing
 - What is involved in updating the bylaws, and what processes to follow for submission.
-
- How to do it easier and more quickly
 - How to avoid frustration and hassle

Where we're going

- Who, what, where, when, why, and how
- Audience:
 - Parliamentarians
 - Presidents, VP's and Secretaries
 - Board members and other interested parties
- We will build a checklist as we go
- No experience with Robert's Rules required
- Ask questions anytime you wish

Three main phases

3 – Get
adopted by
Association

1 - Review
and
identify
changes

2 - Prepare
documents
and submit

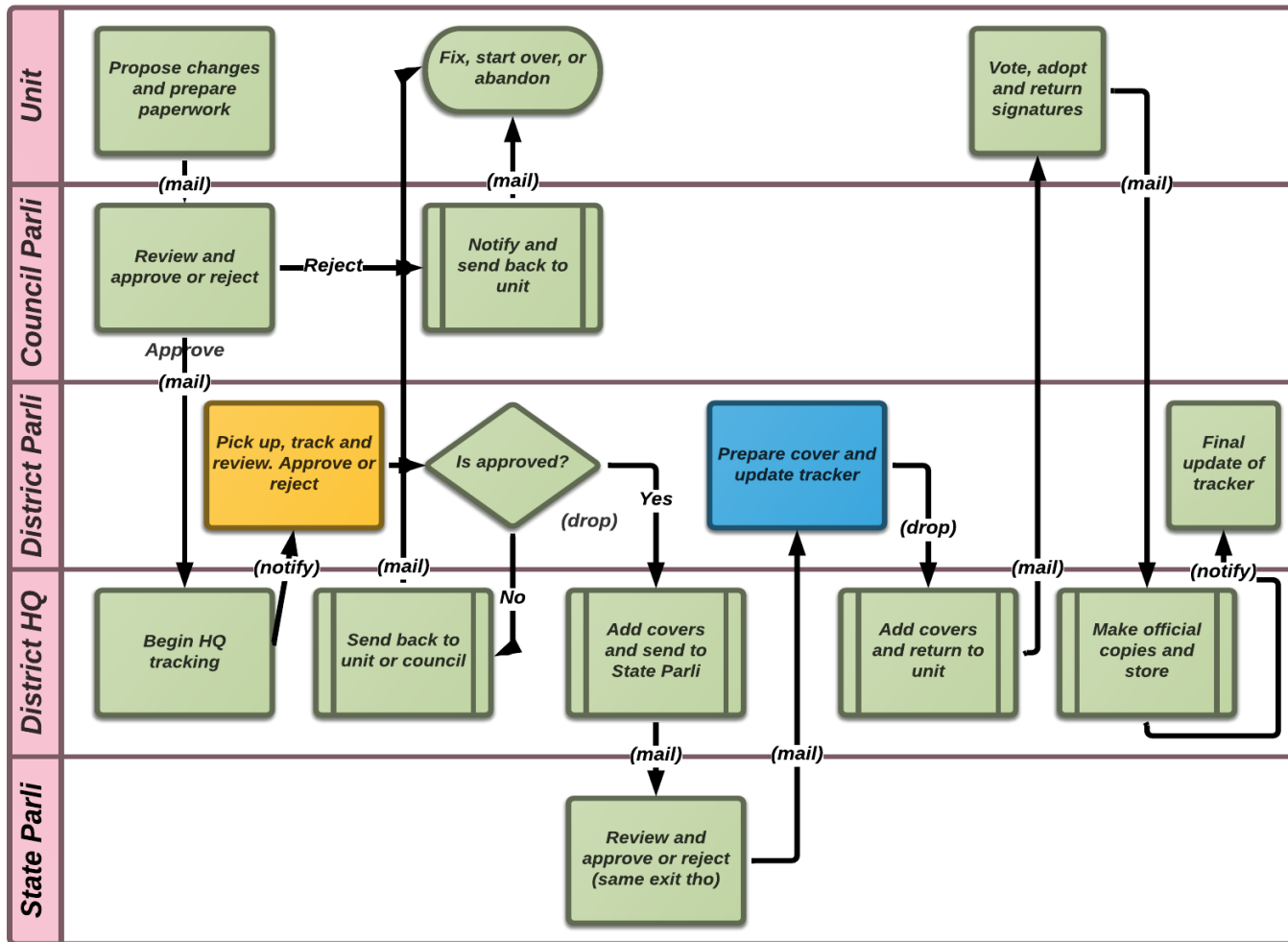
New!
Now update
every 5 years!



**Details
Details Details**

The actual process...

Bylaws Review and Approval



Why amend your bylaws?

- Bylaws are a living document
- Standing Rules even more so, since they are more procedural in nature.
- Review both annually
- Bylaws will need to be updated every 4-5 years, even if no changes are indicated.
- Bylaws should always accurately reflect how your unit operates. If not, then they should be changed to match your practice.

More reasons why

- Operational changes:
 - dues changes – National, California, Unit, etc.
 - *meeting date changes*
 - *standing committee changes*
 - *structural or title changes*
- Changes in status:
 - name (including PTA->PTSA, for example)
 - grade range
 - fiscal year
 - council

Checklist – step 1 – any changes?

Bylaws Amendment Checklist

☐ Are any changes needed or warranted?

- Are changes needed?
 - President might create committee to review and update
 - As Parliamentarian, you notice that the bylaws don't match the practice of your unit.
 - *New bylaws changes now need to go into Standing Rules*
 - Your unit has an operational or status change
 - Has it been more than 4 years?
- If none apply, **stop here - you're good.**

When should you attempt this?

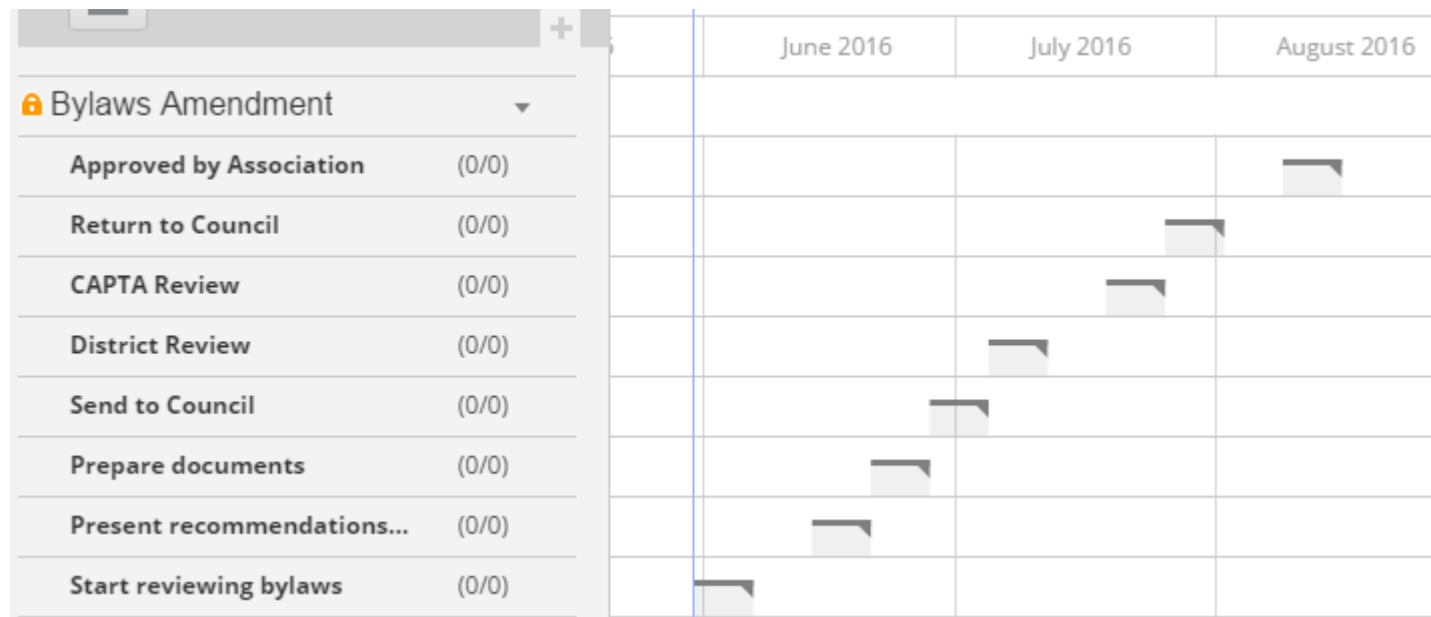
- *Start early!*
- In the fall, turn-around time is usually faster than in spring, just due to general CAPTA workload.

Fall turn-around time (avg)	Spring turn-around time (avg)
3-6 weeks	5-8 weeks

- That's only for the physical paper movement, and assuming there are no issues or concerns.

When...continued

- A typical schedule could look like:



...2 – 3 months for worst case scenario?

Checklist – step 2 – allow time

Bylaws Amendment Checklist

- ☐ Are any changes needed or warranted?
- ☐ Are we starting early enough to finish successfully?

- Plan to start early in new school year
- Allow sufficient time to get adopted
- Have you run out of time?
 - If must be changed right away, you can schedule a special meeting for adoption and then continue.

Who is involved – at unit level?

Who	What
President	Appoints bylaws review committee, if desired
Bylaws Review Committee	Reviews bylaws and proposes changes (if any)
Executive Board	Reviews proposal and votes to adopt or reject
Parliamentarian(s)	Prepares changes in eBylaws, prepares cover sheets and change sheets, prints and attaches check, and sends to <u>Council</u> to begin off-site process.
	<i>(see next slide)</i>
Unit Association	Receives list of approved amendments, and votes to adopt or reject approved amendments.
President and Secretary	Sign and date legal copies. Return one to District.
Parliamentarian	Makes sure all Executive Board members have copy

Who is involved – at other levels?

Who	What
Council Parliamentarian	Receives packet from unit, reviews and forwards if approving proposed changes.
District Parliamentarian	Receives packet from Council, reviews, processes paperwork and check, and forwards to CAPTA.
CAPTA Parliamentarian	Receives packet from District, reviews, makes changes at state level and approves or rejects.
District Parliamentarian	Receives packet from CAPTA, processes signature and date of adoption, interprets any action items, forwards back to Council.
Council Parliamentarian	Receives packet from District, notifies unit



Checklist – step 3 – the roles

Bylaws Amendment Checklist

- ☐ Are any changes needed or warranted?
- ☐ Are we starting early enough to finish successfully?
- ☐ Are all the right people engaged?

Make sure everyone knows their part in the upcoming effort



Where should you start?

- Initiated from within your Unit:
 - Initiated by President, Executive Board (anyone) or Parliamentarian
 - President can convene a Bylaws Review Committee
 - Executive Board can move to create a committee or review
 - Parliamentarian can initiate a review and make a motion
 - Once a motion is before the Board, it must vote
 - On each motion, or as a group, if no objection
 - Majority adopts the motion
 - Each motion is to *forward the proposal to amend*

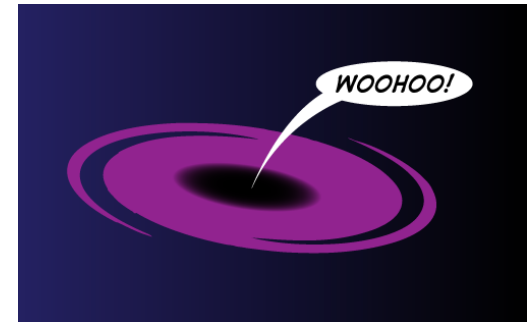
Example wording to get started

I move to *forward to the California State PTA Parliamentarian for approval, a proposal* to amend Article VI, Section 5, inserting the section describing the duties of the Financial Secretary, as provided by the California State PTA bylaws.

I move to *forward to the California State PTA Parliamentarian for approval, a proposal* to amend the Standing Rules, #10, striking out “third” and inserting “first”.

Where does it go next?

- Parliamentary
 - Uses eBylaws or fillable PDF to make changes
 - Prints out new bylaws
 - Fills out all required paperwork
 - Submits through channels
- Council/District/CAPTA
 - The infamous “Black Hole”
- Association meeting (regular or special)
 - Final adoption of the amended bylaws (2/3 vote)
 - Signed by President and Secretary, and one returned



Checklist – step 4 – steps to submit

Bylaws Amendment Checklist

- ☐ Are any changes needed or warranted?
- ☐ Are we starting early enough to finish successfully?
- ☐ Are all the right people engaged?
- ☐ Am I following the correct process?

- Follow the process. Note the new emphasis on Standing Rules. Many items have moved.
- <https://capta.org/pta-leaders/run-your-pta/bylaws-and-standing-rules/>

How do I make the changes?

- Executive Board adopts proposed amendments
 - Follow instructions and steps on cover sheet
 - Write in changes if needed
 - There is a Spanish version of paper bylaws
 - Better: Fillable PDF bylaws are available
 - Best: Use eBylaws and make changes online
- Submit
 - Fill out cover sheet, change list, attach COS (if used)
 - Print out one double-sided copy, 5 signature pages
 - Send packet to council with \$4 check

Forms – Cover Sheet

6401 Linda Vista Road, Annex A San Diego, CA 92111-7319 (858) 268-8077 Fax (858) 268-8017 office@ninthdistrictpta.org

Bylaws Review Report

One copy of this form must be attached to all bylaws submitted

Date _____ State ID# _____ I.R.S. E.I. # _____

PTA Name _____ Council _____

Contact Person _____ Phone No. _____ e-mail _____

- Bylaws should be reviewed annually and updated at least every three years.
- Use blank bylaws dated *JUNE 2015 or later*; **OR** the California State PTA e-Bylaws system (*highly recommended and strongly encouraged*). Contact Ninth District PTA office for latest blank bylaws, if needed, at 858-268-8077.
- Read pages (i) and (ii) of the bylaws ~ *Procedures for Bylaws Review and Instructions for Completing the Standard Bylaws*, and follow all instructions listed.
- Use black or blue ink to complete any blanks. Visit www.capta.org and choose the "e-Bylaws" tab to create the bylaws using the online format. An original, double-sided document must be printed and sent through channels following the rest of these instructions. If the e-Bylaws print with "DRAFT" on the pages, it is **NOT** complete. Contact the council parliamentarian or district parliamentarian for assistance.
- **Include a list of the desired amendments. This is very important! Use the attached second page, if you wish.**
- **Send one original** completed standard bylaws with this *Review Report* form to your council parliamentarian. Out-of-council units should send directly to Ninth District PTA office.
- **Include at least five (5) copies of the signature page (~page 23-25) to be signed after CAPTA approval.**
- **Include a check for \$4.00** for printing costs, made payable to **Ninth District PTA**.
- After the council parliamentarian review, bylaws are sent to Ninth District PTA for parliamentarian review.
- After the California State PTA parliamentarian signs the bylaws, Ninth District PTA will return to the council president or the contact person noted.
- The bylaws are **then** adopted by your association or council, if submitting council bylaws, and signed and dated by the secretary and president. A 2/3 vote must approve the bylaws at an association/council meeting.
- **Return** one signature page, with signatures and date of adoption, to the Ninth District PTA office, after adoption.

☐ Reviewed by Council Parliamentarian (name) _____ (date) _____
(sign) _____

Check all items that apply:

☐ Newly organized unit: date of organization: _____

☐ Name change: former name _____
new name _____

☐ PTA to PTSA ☐ PTSA to PTA ☐ Address Change ☐ Grade Change ☐ Combined ☐ Divided

☐ Fiscal year change: current year _____ to _____

☐ Council change: from _____ to _____

☐ Updated to most current edition WITH / WITHOUT (circle one) changes. **Remember to include a list of changes.**

☐ Other _____

Forms – Changes Sheet/List

Please don't forget this – it's super helpful to reviewers...

Page #	Article #	Section #	Proposed changes (Please attach additional pages if necessary.)

Forms – Change of Status

2327 L Street, Sacramento, CA 95816-5014

916.440.1985 • FAX 916.440.1986 • E-mail info@capta.org • www.capta.org

CHANGE OF STATUS

(Not to be used for disbanding)

California State PTA Unit Identification # _____ District PTA _____

National PTA Unit Identification # _____ Council _____

Current Name of unit/council _____

School street address, city, ZIP code _____

Fiscal year ending _____ EIN _____
(month and day) (Internal Revenue Service)

Name and address of president _____

THIS FORM IS BEING SUBMITTED FOR A CHANGE THAT WENT INTO EFFECT ON _____

ALL OF THE FOLLOWING REQUIRE THE BYLAWS BE REVISED TO REFLECT THE CHANGE and are not official until the bylaws are approved.

*Requires organization of one or more new units. Unit retaining original name and bylaws does not reorganize although a minor name change may be required. Needs clear explanation of action being taken.

NEW STATUS

☐ Combined

☐ Transferred

☐ Grade Change

☐ Fiscal Year change

☐ Name change

☐ Address Change

☐ Divided*

Complete fully with details:

Units combining: _____ and _____

From _____ to _____

From _____ to _____

From _____ to _____

New name is: _____

New address is: _____

Signature _____ Date _____

District President

SEND THIS ORIGINAL FORM ALONG WITH AN ORIGINAL SET OF BYLAWS TO THE CALIFORNIA STATE PTA OFFICE. KEEP A COPY FOR DISTRICT PTA FILES.

Changes continued...

- eBylaws
 - Getting us into the 20th century...
 - Despite some flaws, it is the best route to success
 - Does about 90% of the work for you
- Access from capta.org site
 - If you don't know account details, request an account from the same web page (1-3 days).
 - Use the system and fill in the desired changes
 - Let eBylaws guide you and let it **correct** you
 - **Make sure final copy does NOT say "DRAFT"**

Where eBylaws won't help

- If you want to do anything unusual, or want to change some pre-written bylaws element.
 - Add another named board member (emeritus)
 - Have tiered dues structure
 - Add unique responsibilities for some roles
- To go out of the box, you'll need to mark up bylaws after printing or use Standing Rules.
- *eBylaws does NOT file/submit your changes!*

Recommendations

- Stay as much “in” the box as possible. Just like with an IRS audit, your chances of rejection go up the more you deviate from the standard California State template.
- Where you have unusual requirements, put those in the Standing Rules if possible.
- Add additional pages/write-ins as needed

Screenshots from eBylaws

Bylaws - Shoal Creek PTA

Unit Information

Unit Name *	<input type="text" value="Shoal Creek PTA"/>	Fiscal Year Start *	<input type="text" value="July 1"/>	(Article XIV)
FileMaker ID	<input type="text" value="OR22019"/>	Fiscal Year End *	<input type="text" value="June 30"/>	(Article XIV)
<input checked="" type="radio"/> PTA	<input type="radio"/> PTSA	Grades In School *	<input type="text" value="Kindergarten-Fifth Grades"/>	
<input checked="" type="radio"/> In Council	<input type="radio"/> Out Of Council	National PTA ID *	<input type="text" value="00034841"/>	
District PTA *	<input type="text" value="Ninth"/>	California State PTA ID *	<input type="text" value="5350"/>	
	<input type="button" value="Select"/>	IRS Federal EIN *	<input type="text" value="330808825"/>	(Article XIV)
Council PTA *	<input type="text" value="Palomar"/>	FTB Entity Number *	<input type="text" value="8026987"/>	(Article XIV)
	<input type="button" value="Select"/>	Charitable Trust Number	<input type="text" value="CT0181841"/>	(Article XIV)
School Address *	<input type="text" value="11775 Shoal Creek Drive"/>		Corporation Number	<input type="text" value=""/>
City, Zip Code *	<input type="text" value="San Diego"/>	<input type="text" value="92128"/>		(Article XIV)
Organization Date *	<input type="text" value="June 4, 1998"/>			

Bylaws Information is Complete

Screenshots from eBylaws

Article VII - Association Meetings

Meetings Held On * **First Wednesday** ▼

Of * **September** ▼ **February** ▼ ▼

▼ ▼ ▼

▼ ▼ ▼

▼ ▼

And * **April** ▼

Annual Election Meeting Month * **April** ▼

Board Members to Call a Special Meeting * 5 ▼

Number of Members in a Quorum * 15 ▼

Screenshots from eBylaws

Article VI - Duties Of Officers

Officers' Reports Filed With ☐ President ☒ Historian

Vice President

First VP Shall Serve As *	<input type="text" value="Chairman of Programs"/>
Second VP Shall Serve As *	<input type="text" value="Chairman of Membership"/>
Third VP Shall Serve As *	<input type="text" value="Chairman of Ways & Means"/>
Fourth VP Shall Serve As *	<input type="text" value="Chairman of Volunteers"/>
Fifth VP Shall Serve As	<input type="text"/>
Sixth VP Shall Serve As	<input type="text"/>

Treasurer

Additional Check Signers (Any Two) *

<input type="checkbox"/> Executive VP	
<input type="checkbox"/> First VP	<input type="checkbox"/> Second VP
<input type="checkbox"/> Third VP	<input type="checkbox"/> Fourth VP
<input type="checkbox"/> Fifth VP	<input type="checkbox"/> Sixth VP
<input checked="" type="checkbox"/> Financial Secretary	
<input type="checkbox"/> Historian	

Financial Secretary

Remit Monies Received to Treasurer? ☒ Yes ☐ No

Worksheet (capta.org)

Unit Bylaws Worksheet for E-Bylaws

Items in *italics* are filled in by the e-bylaws program using unit, council and district information records.
If your records differ or a change must be made, contact your council or district PTA parliamentarian.

<i>Unit Legal Name</i> _____
<i>Name of district</i> _____
<i>Name of council</i> _____
<i>School address (front cover) Street</i> _____
City _____ ZIP _____
<i>Organization Date (front cover)</i> _____
<i>Fiscal Year begins (p. 21)</i> _____ <i>ends</i> _____
<i>Grades in school (front cover)</i> _____
<i>(p. 22-23) National ID #</i> _____ <i>California ID #</i> _____
<i>IRS Federal EIN</i> _____ <i>CT No.</i> _____ <i>FTB No.</i> _____
<i>Individually incorporated unit Corporation No.</i> _____

Membership Dues (p. 3) \$ _____ per member (e-Bylaws will fill in the rest \$2.25 *National*;
\$2.00 *California*; \$ _____ *District*; \$ _____ *Council*; \$ _____ remains in unit)

Officers President, secretary, treasurer, and (check those you have below)

___ Executive VP

Does the EVP serve notice of a vacancy in the presidency? ___ Yes ___ No, 1st VP does it

___ Vice Presidents - How many? _____

___ Corresponding Secretary

___ Financial Secretary

Is the Auditor an officer? ___ Yes ___ No

Nominating Committee (p. 5-6)

Number of members _____ Number of alternates _____

Date officers assume duties (p. 6) _____

Association Meetings (p. 13)

Week and Day of Month (e.g., second Tuesday) _____

Months _____

(must include nominating committee election month, election month, audit approval months)

Annual meeting month _____

Special meetings can be called upon the written request of _____ board members

Quorum (the greater of 11 or number of officers +4) _____

Executive Board Meetings (p. 14-16)

Meets once per month during school year. Week and day of month _____

Amount authorized for unbudgeted items between association meetings \$ _____

Checklist – step 5 – submit it

Bylaws Amendment Checklist

- ☐ Are any changes needed or warranted?
- ☐ Are we starting early enough to finish successfully?
- ☐ Are all the right people engaged?
- ☐ Am I following the correct process?
- ☐ Did I complete all changes properly and record in the proper place?

- Follow all procedures, submit!

What can you change?

- Any fill-in field
 - Has to be an appropriate value, though
 - Don't use "TBD" or vague names ("chairperson")
- Strike or eliminate sections that don't apply
- Use values & titles appropriate for your unit
- Pick dates and times that work best for unit

eBylaws helps you by enforcing much of this

What shouldn't you change?

- First page of important account numbers
 - Most should be protected anyhow
- Suggested dates from eBylaws (*gap spacing*)
- Dues structure breakdown for all Units, Councils and Districts.
- Standard California State bylaws wording, especially “**” or “***” elements.

Examples

- Quorum requirements are calculated by eBylaws and cannot be set below minimum.
- Secondary check signers must be only from an approved list of options.
- Dates between audit reports must be within a minimum number of days.
- Elections must occur on an Association meeting date, and provide ample time for delivery of report.
- Special meetings require no less than 3

What to do when done?

- Print final version; make sure it's not a DRAFT
 - eBylaws automatically saves it
- **Must be printed double-sided**
- Attach stock Standing Rules (+ custom rules)
- Prepare cover sheet and COS, if used
- **Include the list of amendments you made**
- Print 5 signature pages. Include check (\$\$).

What next?

- Send entire packet to Council for review
- Wait for processing cycle to complete
- When received back, schedule special Association meeting (w/30 day notice), or use next regularly scheduled meeting date.
- Association adopts amendments (2/3 vote)
- Sign all marked sections, return one copy

Forms – What you'll see next

6401 Linda Vista Road, Annex A, San Diego, CA 92111-7319 • (858) 268-8077 • Fax (858) 268-8017 • office@ninthdistrictpta.org • www.ninthdistrictpta.org

Date:

Unit: PTA

Council: Council

Congratulations! These bylaws have been approved and signed by the California State PTA Parliamentarian. *See note(s) below from the state Parliamentarian:*

- ***No Notes – Congratulations!***
- *Page XX, Article XX, Section XX - description.*

These are the official bylaws of the association and are a legal document. The bylaws must be adopted by a 2/3 vote of the membership at the next association meeting. The membership must be given thirty days notice of the meeting, where the bylaws will be presented for consideration. The Secretary and President must sign and date all of the bylaws signature pages following adoption by the association membership.

Important: *All bylaw amendments must be properly adopted, following the above procedures, before they can be used, including dues increases, check signers, roles and officer positions. If this is not done, your bylaws will NOT go into effect.*

If any requested changes are listed above, please update your bylaws in the e-Bylaws system so that they are correct for the next revision.

Following adoption, please return to the Ninth District PTA one of the signature pages with both the Secretary and the President signatures, along with the date of adoption noted. Every member of the executive board should have a copy of the most current bylaws in a procedure book or file. The Secretary must retain the signed set of bylaws for permanent record keeping.

Bylaws should be reviewed annually and updated as required to the newest edition – **at least every three years.**

If you have any questions, please contact me at 858-829-2456 or via email at district9@ParliamentaryPro.com or parliamentarian@NinthDistrictPTA.org.

What typically causes delays?

- Cover not filled out properly or missing info
- COS not done and signed beforehand
- Getting too far out of the box
- Dates that don't coincide with minimums
- Generic information (titles, vague numbers)
- Not double-sided, not printed correctly
- Missing information on what changed
- Removing certain roles

Checklist – step 6 – full list

Bylaws Amendment Checklist

- ☐ Are any changes needed or warranted?
- ☐ Are we starting early enough to finish successfully?
- ☐ Are all the right people engaged?
- ☐ Am I following the correct process?
- ☐ Did I complete all changes properly and record in the proper place?
- ☐ Did I fill out everything and comply with all procedures?

What's new in 2018 - 2019?

- Fillable PDF bylaws were created – yay!
- Unit/Council bylaws were significantly shortened and clarified at the end of 2018...
 - 4 instructions pages were eliminated
 - “Minor” sections were moved to Standing Rules
 - Other changes: 1st – 6th VP titles, meeting dates, check signers, expenditures limit, and Council assessment amounts – all in Standing Rules now.

What's new in 2018 - 2019?

- Standing Rules were completely rewritten
- Goal is to make it easier for you to keep bylaws up to date with your unit changes, and require less back and forth.
- Standing Rules can be adopted at any Association meeting with majority vote (assuming prior notice), or 2/3 vote without.
- In 2019, bylaws now only update every 5 years

Resources / References

- CAPTA Toolkit:

- <http://toolkit.capta.org/running-your-pta/meetings/parliamentary-procedure/>
- <http://toolkit.capta.org/job-descriptions/parliamentarian/>
- <http://toolkit.capta.org/running-your-pta/bylaws/>
- <http://toolkit.capta.org/running-your-pta/bylaws/changing-bylaws/>
- <http://toolkit.capta.org/running-your-pta/nominations-and-elections/>
- <http://toolkit.capta.org/running-your-pta/bylaws/violations-of-pta-bylaws-policies-or-procedures/>

- CAPTA Website:

- <http://capta.org/pta-leaders/run-your-pta/bylaws-and-standing-rules/>
- <http://capta.org/pta-leaders/run-your-pta/parliamentary-procedure/>
- <http://capta.org/pta-leaders/services/ebylaws/> ← IMPORTANT!

- External Websites:

- <http://www.parliamentarians.org/>
- <http://www.ca-parliamentarian.org/>
- <http://www.ninthdistrictpta.org/pta-leaders/running-pta/parliamentarian/>
- <http://www.parliamentarypro.com>

Questions?

Bruce Bergman
hello@parliamentarypro.com



Handouts: <http://ronr.pro/SLC-2019>

<http://helpdesk.parliamentarypro.com>

