

ARTICLES OF RESTATEMENT OF  
VIRGINIA CONGRESS OF PARENTS AND TEACHERS

The undersigned, on behalf of the Virginia nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is VIRGINIA CONGRESS OF PARENTS AND TEACHERS.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on May 21, 2022.
5. In accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and the bylaws of the corporation, the restatement was proposed and approved by the board of directors at a special meeting held March 31, 2022, approval of the proposal having been duly recorded in the minutes for the special meeting, notice of the vote on the restatement was provided for in the call to the annual meeting, sent April 5, 2022, from the corporation's state office to members of the board of directors, council presidents, and local unit presidents, and, at the duly called annual meeting with an established quorum on May 21, 2022, the voting body representing the members, in accordance with Article 15 Section 1(c) of the bylaws of the corporation, consisted of 117 voting delegates, voted as follows:

Voting Group	Total votes FOR	Total votes AGAINST
117	93	3

The number of votes cast for the restatement was sufficient for approval of the restatement. The proceedings of the annual meeting were duly entered on the minutes for the annual meeting, which were duly approved by the Minutes Audit Committee.

Executed in the name of the corporation by:



Signature

Pamela B. Croom

Printed Name

00266536

Corporation's SCC ID Number

June 30, 2022

Date

President

Corporate Title

804-264-1234

Telephone Number

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## Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**VIRGINIA CONGRESS OF PARENTS AND TEACHERS**

In accordance with Chapter 10 (*Virginia Nonstock Corporation Act*) of Title 13.1 of the Code of Virginia (1950), as amended (“Act”), the following are the adopted Amended and Restated Articles of Incorporation of VIRGINIA CONGRESS OF PARENTS AND TEACHERS, a Virginia nonstock corporation (“Corporation”).

**ARTICLE 1.**

**NAME**

- 1.1. The name of the Corporation is: VIRGINIA CONGRESS OF PARENTS AND TEACHERS.
- 1.2. However, the Corporation may use any assumed or fictitious name permitted by law.

**ARTICLE 2.**

**PURPOSES**

2.1. The Corporation is organized and operated to receive, hold, maintain, use, dispose, and administer assets in perpetuity exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding future internal revenue law of the United States) (“Code”) and the regulations issued thereunder (“Regulations”) and to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organizations that qualify as tax exempt organizations pursuant to Section 501(c)(3) of the Code. Subject to the limitations set forth in these Articles, the Corporation shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which nonstock corporations may be incorporated under the Act.

2.2. The purpose or purposes which the Corporation will hereafter pursue are:

- (a) To promote the welfare of children and youth in home, school, places of worship, and throughout the community;
- (b) To raise the standards of home life;
- (c) To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
- (d) To promote the collaboration and engagement of families and educators in the education of children and youth;
- (e) To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and
- (f) To advocate for fiscal responsibility regarding public tax dollars in public education funding.

## ARTICLE 3.

### TAX-EXEMPT OPERATIONS

3.1. Subject to the limitations set forth in these Articles, the Corporation shall have and exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of Virginia but shall exercise such powers only in fulfillment of its above-stated purposes. The Corporation shall have the power and authority to accept gifts, bequests, and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

3.2. The Corporation is not organized and shall not be operated for pecuniary gain or profit. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Section 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170(c)(2), 2106, 2055, or 2522 of the Code; therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized. The Corporation shall be constrained as followed: (i) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; (ii) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code and Regulations); provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code; and (iii) No dividends shall be paid, no distributions shall be made, and no part of the net earnings of the Corporation shall inure to the benefit of any member, incorporator, trustee, director, or officer of the Corporation or any private individual within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of the Corporation's purposes. No member, incorporator, trustee, director, officer, or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

3.3. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from federal income tax under Section 501(c)(3) of the Code or (b) receives contributions that are deductible under Sections 170(c)(2), 2106, 2055, or 2522 of the Code.

3.4. The Corporation is organized and operated as a corporation exempt from private foundation status under Section 509(a) of the Code. If the Corporation becomes a "private foundation" under Section 509(a) of the Code, then during the period in which the Corporation is considered a "private foundation" the following additional limitations on the Corporation's activities shall apply: the Corporation must (i) distribute its income to the extent and in the manner necessary to avoid taxation of the Corporation under Section 4942 of the Code; (ii) not engage in "self-dealing" as defined in Section 4941(d) of the Code; (iii) not retain any "excess business holdings" as defined in Section 4943(c) of the Code which would subject the Corporation to tax; (iv) not invest in a manner which subjects the Corporation to tax under Section 4944 of the Code; and (v) not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE 4.  
DISSOLUTION

4.1. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided for in the Act or as otherwise provided for in the Bylaws of the Corporation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, if any, by distributing such assets to one or more of the following: (1) one or more nonprofit funds, foundations, or organizations that qualify for tax-exempt status under Section 501(c)(3) of the Code, including, but not limited to, those entities described in Section 170(c)(2) of the Code, and whose purposes are in general accordance with those of the Corporation, and/or (2) one or more federal, state, or local government bodies, for public purposes, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the registered office of the Corporation is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as provided immediately above in this Article, as said Court shall determine.

ARTICLE 5.  
MEMBERS

5.1. The Corporation shall have members, whose qualifications and rights, including voting rights and limitations thereof, shall be as provided in the Corporation's Bylaws.

ARTICLE 6.  
BOARD OF DIRECTORS

6.1. The affairs of the Corporation shall be managed by its Board of Directors between the annual meetings of the voting body of the Corporation, except those affairs specifically delegated to the Corporation's executive committee as provided in the Corporation's Bylaws.

6.2. The number and qualifications of the directors of the Corporation's Board of Directors shall be fixed by the Bylaws of the Corporation.

6.3. The Corporation's Board of Directors shall consist of the elected officers of the Corporation, with the manner of each's election or appointment as provided in the Corporation's Bylaws.

6.4. Each director of the Corporation's Board of Directors shall serve for a period of two years or until the director's removal, resignation, or death, if earlier, unless such director is elected or appointed to fill a vacancy, in which case, such director's term shall be the unexpired term of the predecessor, except in the case of the vacancy of the Corporation's President.

6.5. A vacancy occurring in any office, except that of President or President-Elect, shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors in accordance with the Corporation's Bylaws. In case of a vacancy in the office of President, the President-Elect shall become President and shall hold office for the balance of the unexpired term of the predecessor, before assuming their elected term as President. In case of a vacancy in the office of President-Elect, the office of President-Elect shall be filled for the balance of the unexpired term of the predecessor at the next annual meeting by the Corporation's voting body as provided in the Corporation's Bylaws, while in the interim, the duties of President-Elect shall be delegated by the President.

## ARTICLE 7.

### LIABILITY AND INDEMNIFICATION

7.1. The Corporation shall indemnify all officers and directors of the Corporation (as defined by the Act) under all circumstances and to the greatest extent under which such indemnification would be permitted under applicable Virginia law, as in effect from time to time. A director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

7.2. There shall be no liability for the acts or omissions of any officer or director of the Corporation in any proceeding brought by or in the right of the Corporation or brought by or on behalf of the members of the Corporation, unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Act, as it may be amended from time to time.

7.3. Reference herein to directors or officers shall include former directors and officers and their respective heirs, executors, administrators, and guardians.