

Roberts Elementary PTO By-laws

Article I: Organization and Purpose

- 1.1 Name. The name of this organization is the Oran M. Roberts Elementary School Parent-Teacher Organization (“the PTO”).
- 1.2 Location. The location of the PTO shall be at the facilities of Oran Roberts Elementary School, 6000 Greenbriar, Houston, TX 77030 (“the School”).
- 1.3 Articles of Organization. The PTO exists as an unincorporated association of its voluntary members. Its “articles of organization” shall comprise these by-laws, as from time to time may be amended, and its articles of organization, if any. In the absence of any separate articles of organization, these by-laws shall be deemed to be the articles of organization. In the event of any conflict between these by-laws and the articles of organization, these by-laws shall govern.
- 1.4 Purpose. The purpose of the PTO shall be to bring about the broadest possible participation of the School community in working to: (a) create a better understanding of the learning process by encouraging communication between parents and teachers; (b) promote cooperation between family and the School in meeting the needs of children; (c) serve as a source of support for the School staff with volunteer and financial assistance; (d) cooperate with the School to support the improvement of education; (e) foster goodwill and support for the School in the community at large; (f) raise private funds to supplement the School’s budget.

Article II: Basic Policies; Tax Exempt Status

2.1 Basic Policies. The basic policies of the PTO are as follows:

- A. The PTO shall be noncommercial, nonsectarian, nonpartisan and nonprofit.
- B. The PTO shall have no affiliation with any state or national organization with similar objectives.
- C. The PTO will not interfere with the administration of the School or seek to control its policies.
- D. The name of the PTO and the names of any members in their official PTO capacities shall not be used in connection with a commercial concern or with any partisan interest or for a purpose not appropriately related to the promotion of the objectives of the PTO.

2.2 Tax-Exempt Status. The PTO shall be a tax-exempt organization under federal law. Specifically:

- A. The PTO shall operate exclusively for charitable, educational, scientific or literary purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States revenue law (“Section 501 (c)(3)”) including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501 (c)(3).

B. No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the PTO 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 Section 1.4.

C. No substantial part of the activities of the PTO shall be the distribution of propaganda or otherwise attempting to influence legislation, and the PTO shall not participate in, or intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these articles, the PTO shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article III: Membership

3.1 Membership. The membership of the PTO shall consist of the parents or legal guardians of each child enrolled at the School, the School's teachers and the School's administrators.

3.2 No Discrimination. Membership shall be available without regard to race, creed, religion, national origin or sexual orientation.

3.3 Dues. The paying of dues is not a requirement for membership in the PTO or for the right to vote at PTO meetings. An annual drive for voluntary contributions to the PTO shall be conducted in the fall on a School-side basis.

Article IV: Elected Officers

4.1 Elected Officers. The elected officers of the PTO shall be President, President-Elect, Treasurer, Corresponding Secretary, Recording Secretary, Historian and Parliamentarian ("the Elected Officers").

4.2 Special Requirements. No person shall be nominated for the office of President-Elect without having first served for one year (but not necessarily the year immediately preceding the nomination) as either as Elected Officer or as a Standing Committee Chairperson (as defined in Article VII below). No person shall serve as Treasurer without first undergoing a background security check.

4.3 Election. All Elected Officers shall be elected at a PTO meeting held in April. Voting shall be by voice, unless five members present request a secret (written) ballot. A simple majority of the members present shall be required to elect.

4.4 Duties. The general duties of the Elected Officers shall be to: (a) have general supervision of the affairs of the PTO between its meetings, subject to the orders of the PTO (and none of its acts shall conflict with action taken by the PTO); (b) vote on all matters in these by-laws which are subject to a vote by the Elected Officers; and

(c) have the authority to enter into contracts on behalf of the PTO. The additional duties of the individual Elected Officers shall be as follows:

A. President. The President shall (1) appoint all Standing Committee Chairpersons in accordance with Article VII herein; (2) in conjunction with the Board (as defined in Article VI below), set goals for the year and establish the School calendar by October 1st; (3) set the agenda for and preside at all the meetings of the PTO; (4) be an ex-officio members of all Standing Committees (as defined in Article VII); (5) coordinate the work of the Elected Officers and Standing Committee Chairpersons; (6) in the absence of the Treasurer, be empowered to issue checks for the PTO; and (7) perform such other duties as reasonably pertain to the office.

B. President-Elect. The President-Elect shall (1) act as an aid to the President; (2) perform the duties of the President in the event the President is unable to act; (3) coordinate the fundraising activities of the Board; (4) serve as a member of the Budget and Finance Committee; (5) serve as President in the following year, and (6) perform such other duties as reasonably pertain to the office.

C. Corresponding Secretary. The Corresponding Secretary shall (1) be responsible for all correspondence, communications, and publicity of the PTO; (2) notify, in writing, all PTO members of upcoming meetings pursuant to Section 8.3; (3) solicit, in writing, proposed agenda items from the Board for upcoming meetings and communicate these proposed agenda items to the President; and (4) perform such other duties as reasonably pertain to the office.

D. Recording Secretary. The Recording Secretary shall (1) keep in the PTO's offices an accurate, permanent record of all meeting of the PTO; (2) distribute these minutes to the Board; (3) send all approved minutes to the administrator of the School's website for posting; (4) prepare all ballots for use by the PTO; and (5) perform such other duties as reasonably pertain to the office. For the purposes of Section 4.4(D)(2), minutes shall be deemed "distributed to the Board" if the following procedure is followed: not later than seven days prior to a scheduled PTO meeting, the Recording Secretary shall circulate via email to the Board the minutes of the last PTO meeting as well as the minutes of any special meetings which took place in the intervening time period. The Board shall have three calendar days to request any corrections to the minutes and the Recording Secretary shall then circulate via email the corrected minutes no later than two calendar days prior to the PTO meeting.

E. Treasurer. The Treasurer shall (1) have custody of all the funds of the PTO and be a signatory on the bank account(s) of the PTO; (2) make disbursements (by check only) in accordance with the approved budget; (3) pay bills; (4) keep an itemized account of all receipts and expenditures; (5) present a financial report at each PTO meeting (except at special meetings, unless such a report is requested); (6) submit all financial books and records for an annual audit pursuant to Article IX and cooperate with said audit; (7) be responsible for the preparation and filing of any state or federal tax filings; (8) serve as a member of the Budget and Finance Committee; and (9) perform such other duties as reasonably pertain to the office.

F. Historian. The Historian shall (1) preserve all important records of the PTO and all items of interest in the official School Scrapbook; and (2) perform such other duties as reasonably pertain to the office.

G. Parliamentarian. The Parliamentarian shall (1) upon request, advise the presiding Elected Officers on questions of parliamentary law and matters of procedure; (2) be responsible for seeing that all parts of the PTO by-laws are upheld; (3) review the by-laws annually and suggest to the Board any revisions, as appropriate; (4) serve as the chairperson of the By-Laws Committee in the event such a committee is formed to revise or amend the by-laws, and (5) perform such other duties as reasonably pertain to the office.

4.5 Terms of Office. The President and President-Elect shall each serve for a period of one year. President-Elect shall succeed into the office of President in the following year. The Treasurer and Corresponding Secretary shall serve a two-year term, beginning and ending in even-numbered years. The Recording Secretary shall serve a two-year term, beginning and ending in odd-numbered years. The Historian and Parliamentarian shall each serve a one-year term. The terms of all Elected Officers shall begin on July 1 of the year in which they are elected, until such time as their successors shall assume office.

4.6 Term Limits. No Elected Officer shall be eligible to serve more than two consecutive terms in the same elected office.

4.7 Vacancies. A vacancy in the office of President shall be filled by the President-Elect serving at the time of the vacancy and a new President-Elect shall be elected by a majority vote of the Board. A vacancy occurring in any elected officer other than the President shall be filled for the duration of the unexpired term by a person elected by a majority vote of the Board. A person filling an elected office for only a portion of a term shall be deemed to have served the full term for the purposes of Section 4.6 (Term Limits). Notwithstanding the foregoing sentence, if a vacancy in the office of the President occurs on or after October 1st, then the then-President-Elect shall serve not only the remainder of the resigning President's term, but also the following term.

4.8 Removal of Elected Officers. An Elected Officer may be removed from office for failure to perform duties or for unethical or criminal behavior by a two-thirds vote of the Board. Due notice in writing shall be given to said Elected Officer by the Corresponding Secretary before the removal is voted upon.

4.9 Delivery of Materials to Successors. At the expiration of their terms, Elected Officers shall deliver to their successors all official material, including a binder containing a full description of the duties of the office, as well as any relevant electronic data, not later than July 1st.

Article V: Nominating Committee

5.1 Purpose and Composition of Committee. The nominee for each elected office shall be found by a committee consisting of five members, three from the current Board and two from the general PTO membership ("the Nominating Committee").

The President, President-Elect and School Principal shall serve in an advisory capacity to the Nominating Committee, without a vote.

5.2 Selection and Approval of the Committee. The chairperson and all members of the Nominating Committee shall be appointed by the President, subject to a majority vote of the Board. The identity of the Nominating Committee members and the date of their first meeting shall be announced to the general PTO membership in writing no later than February 28th. Written notice for the purpose of this Section 5.2 shall consist of posting such information on the School's website and publishing it in the School's newsletter.

5.3 First meeting. No sooner than seven calendar days after written notice is given of the Nominating Committee (pursuant to Section 5.2), the Nominating Committee shall hold its first meeting.

5.4 Quorum. Three voting members of the Nominating Committee at any called meeting shall constitute a quorum.

5.5 Diversity of Slate Nominees. In selecting the slate of nominees for the elected offices, the Nominating Committee shall endeavor to find candidates who are qualified as well as broadly representative of the School population at large. The Nominating Committee shall also attempt to select parents and/or guardians of children in as many grade levels as possible.

5.6 Announcement of the Slate. The slate of nominees shall be made known to the general membership of the PTO, in writing, at least ten calendar days prior to the April PTO meeting. Written notice for the purpose of this Section 5.6 shall consist of posting such information on the School's website and publishing it in the School's newsletter. Additional nominations may be made from the floor at the April PTO meeting provided that any person so nominated shall first have consented to the nomination.

5.7 Voting on the Slate. The slate of nominees shall be voted upon at the April PTO meeting pursuant to the requirements of Section 4.3.

5.8 Advice Regarding Committee Chairpersons. The Nominating Committee may choose to compile a list of potential Standing Committee Chairpersons for optional use by the incoming President.

Article VI: Board of Directors

6.1 Board of Directors. The Board of Directors shall consist of the Elected Officers, the immediate Past President, Standing Committee Chairpersons, the Principal of the School, the magnet coordinator, and two teacher advisors who shall be selected by the faculty at the beginning of the school year, one from grades Kindergarten through second and one from grades third through fifth (hereinafter, collectively, "the Board").

6.2 Duties of the Board. The Board shall (a) vote on all matters in these by-laws which are subject to a vote by the Board members; and (b) have the authority to enter into contracts on behalf of the PTO.

6.3 Delivery of Materials to Successors. Members of the Board shall deliver to successors all official material including a binder containing a full description of duties, activities, etc., as well as any relevant electronic data not later than July 1st.

Article VII: Standing Committees

7.1 Standing Committee List. "Standing Committees" are those committees overseeing activities and services that are a continuing part of the PTO's agenda and goals. Because these committees may change from year to year, the list of Standing Committees and the duties of each Standing Committee Chairperson shall be maintained in a separate document entitled "Standing Committee List," which shall be created each year by the incoming President and approved by a majority vote of the incoming Elected Officers. The Standing Committee List shall be deemed a part of these by-laws for the year in which it is in effect.

7.2 Nomination and Appointment of Standing Committee Chairpersons. Following election to office in April, the incoming President shall submit to the other incoming Elected Officers the names of persons nominated to serve as Standing Committee Chairpersons and Vice-Chairpersons. Additional nominations for Standing Committee Chairpersons and Vice-Chairpersons may be made by the other Elected Officers. A majority vote by the Elected Officers for each Standing Committee Chairperson and Vice-Chairperson shall approve the nomination. Nominated Standing Committee Chairpersons and Vice-Chairpersons shall then be appointed by a majority vote of the then-current Board.

7.3 Ex-Officio Members. The President and the Principal shall be ex-officio members of all Standing Committees, having the same rights as other committee members but no obligation to attend meetings of the committee, and they shall not be counted in determining if a quorum is present.

7.4 Reports to the Board. At each PTO meeting (except at Special meetings, unless requested to do so), Standing Committee Chairpersons shall present a report to the Board, as reasonably necessary, on the activities and plans of their committees.

7.5 Removal of Standing Committee Chairpersons or Vice-Chairpersons. A Standing Committee Chairperson or Vice-Chairperson may be removed by the President for cause, subject to the approval of a majority of the Board. In such event, a new Standing Committee Chairperson or Vice-Chairperson shall be selected by the President and a majority vote by the Elected Officers shall approve the nomination. The new nominated Standing Committee Chairperson or Vice-Chairperson shall be appointed by a majority vote of the Board.

7.6 Succession of Standing Committee Vice-Chairpersons. In nominating new Standing Committee Chairpersons for the following year, the incoming President shall give due consideration to selecting (but shall not be obligated to select) the prior year's Vice-Chairperson for a given committee.

7.7 Delivery of Materials and Report to Successors. Standing Committee Chairpersons shall deliver to their successors a written report of the committee's activities for the year and any recommendations for the coming year, as well as all

official material including a binder containing a full description of duties, activities, etc., as well as any relevant electronic data not later than July 1st.

Article VII: Meetings

8.1 Number of PTO Meetings. PTO meetings, open to Board and the entire PTO membership, shall be held not less than seven times during the school year, provided that the President may use reasonable discretion to determine that there shall be more or fewer meetings in any year.

8.2 Time and Place. The time and place for PTO meetings shall be fixed by the Board at the first PTO meeting of the year.

8.3 Notice. Notice of all PTO meetings shall be the responsibility of the Corresponding Secretary, who shall provide seven calendar day's written notice in advance of any meeting. For the purpose of this Section 8.3, written notice shall consist of posting the information on the School's website and publishing it in the School's newsletter. The Corresponding Secretary shall also provide at the beginning of the school year a printed calendar of all scheduled meetings to the general membership.

8.4 Agenda; Suggested Order of Business. The agenda at PTO meetings shall be set at the discretion of President provided that she or he (a) gives due consideration to proposed agenda items submitted by the Corresponding Secretary pursuant to Section 4.4 (D); and (b) complies with Section 8.5. The agenda may (but need not) use the following order of business: 1. Call to order; 2. Approval of the minutes of the prior meeting; 3. Principal's report; 4. Treasurer's report; 5. Standing Committee reports; 6. Unfinished business; 7. New business; 8. Adjournment.

8.5 Items Not on Agenda. Any member may raise an issue not on the agenda during the discussion of new business. If time does not permit resolution of the issue at that time, the issue shall be placed on the agenda for the next scheduled PTO meeting. Resolution of the issue may consist of referring the matter to an existing or ad hoc committee for further discussion.

8.6 Quorum. For all meetings, unless otherwise stated in these by-laws, a quorum shall consist of those present at the meeting.

8.7 Voting. Voting at PTO meetings is open to the general membership, except on matters of specified in these by-laws as requiring a vote by Board members and/or Elected Officers. Each person voting shall be permitted to cast only one vote.

8.8 Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or a meeting of Elected Officers may be taken without a meeting if written consent for the action to be taken is obtained from a majority of the Board or a majority of the Elected Officers, as the case may be. Written consent for the purposes of this section may be provided via email. If such consent is obtained, such action shall have the same force and effect as if it were approved by a majority vote at a meeting duly and regularly called.

8.9 Special Meetings. Special meetings of the Board may be called by the President, the School Principal, the Budget and Finance Committee Chairperson, or a majority of the Elected Officials, by giving written, electronic or telephone notice to the Board

of the time, place and purpose of the meeting not later than the second calendar day preceding the day of the meeting (and not counting the meeting day itself.) No business shall be conducted at a Special Meeting other than the business for which the meeting was called. At a Special Meeting, a quorum shall consist of 25% of the Board. For the purposes of determining the total number of Board members who may vote at a Special meeting, each Standing Committee shall be allotted one representative who must either be that Standing Committee's Chairperson or Vice-Chairperson.

8.10 Informational Meetings. Not less than twice a year, the President shall hold informational meetings to update the School population at large of the status of the PTO and its activities. Such meeting may (but need not) be held prior to an evening event at the School. No votes or minutes shall be taken at such meetings.

Article IX: Finances and Audit

9.1 Fiscal Year. The fiscal year of the PTO shall begin on July 1st and end on June 30th of the following year.

9.2 Banks. PTO bank accounts shall be maintained at a local, insured bank.

9.3 Signatories. Funds of the PTO shall be expended by check only. Two authorized signatures shall be required for all checks written by the PTO over nine thousand, nine hundred and ninety-nine dollars (\$9,999.00). Authorized signatures shall be the President, President-Elect and Treasurer. A check payable to one of the authorized signatories shall not be signed by that person.

9.4 Deposit of Funds; No Loans. Funds received to the credit of the PTO shall be deposited in the financial institution designated by the Board and there shall be no solicitation of funds in the name of the PTO unless such funds are placed in that institution. No loans shall be made on behalf of the PTO and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Board.

9.5 Audit Committee. An annual audit of the Treasurer's books and accounts shall be performed by an Audit Committee by September 30th for the previous fiscal year. The Audit Committee shall consist of one Board member and two members of the general membership who shall be appointed by the President and approved by majority vote at the last PTO meeting of the year. No member of the Budget and Finance Committee (as defined in Section 9.6) may serve on the Audit Committee.

9.6 Budget and Finance Committee. The Budget and Finance Committee shall be a standing committee as defined in Section 7.1 The Chairperson of the Budget and Finance Committee shall be selected in accordance with Section 7.2 but shall serve a two year term, beginning and ending in odd numbered years, and she or he may be removed for cause in accordance with Section 7.5 of these by-laws. The Budget and Finance Committee shall consist of the President, the President-Elect, the Treasurer, the Budget and Finance Committee Chairperson, four additional Standing Committee Chairpersons and one person from the general PTO membership. The four Standing Committee Chairpersons and the person from the general PTO membership shall be selected by the President.

9.7 Duties of the Budget and Finance Committee. The Budget and Finance Committee shall be responsible for annually establishing the budget for the PTO for the fiscal year July 1st through June 30th. No later than ten days prior to the April PTO meeting, the Budget and Finance Committee shall post the proposed budget for the following fiscal year in the School's front office and shall, not later than ten days prior to the April PTO meeting, notify the general PTO membership that the proposed budget is available for viewing. The proposed budget shall then be voted upon by the general PTO membership at the April meeting. The Budget and Finance Committee shall also evaluate throughout the year proposals from faculty, staff and parents for expenditures not included in the budget and shall periodically make its recommendations regarding these expenditures to the Board for its approval. For unbudgeted expenses over the amount of one thousand dollars (\$1,000.00), the Budget and Finance Committee must call a Special Meeting (pursuant to Section 8.9) for the approval of such expenditures.

Article X: Dissolution of the PTO.

10.1 Dissolution. The PTO may be dissolved only by a two-thirds vote of the Board.

10.2 Distribution of Assets. Upon the dissolution of the PTO, the Board shall, after paying or making provisions for the payments of all the liabilities of the PTO, dispose of all remaining assets to the School or any successor organization to the school. If no such successor organization exists, assets shall be given to any Section 501 (C)(3) organization as the Board shall select by majority vote. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the PTO is then located, exclusively to a Section 501 (C)(3) organization as said Court shall determine.

Article X1: Amendments and Parliamentary Authority

11.1 Amendments. These by-laws may be amended at any PTO meeting by two-thirds vote of the members present and voting, provided that notice of the proposed amendment(s) shall have been given at the previous meeting. A written copy of the proposed amendment(s) shall be made available for examination in the School's front office during the period between the meeting at which notification was given and the meeting when the vote is taken.

11.2 Revised By-laws. A committee, chaired by the Parliamentarian, may be appointed to submit a revised set of by-laws as a substitute for the existing by-laws only by a majority vote at a meeting of the PTO, or by two-thirds vote of the Board. The requirements for adoption of a revised set of by-laws shall be the same as in the case of an amendment.

11.3 Distribution of By-laws. A copy of the current by-laws shall be in all Elected Officers' and Standing Committee Chairpersons' notebooks and shall be published annually in the School directory.

11.4 Parliamentary Authority. Roberts Rules of Order, Newly Revised, shall govern the PTO in all cases in which they are applicable and in which they are not in conflict with these by-laws.

Article XII: Administrative Approval

The Principal shall approve, prior to implementation, all activities and communication of the PTO.

Adopted: November 10, 1981

Revised: February, 1995; May, 1997; September 2002; November 2010; December 2011