

BYLAWS

for

Tomball Memorial High School Academic Recognition Club/Parent Teacher Organization

Amended: May 30, 2024

ARTICLE I-NAME

Section 1.1 Name

The name of this organization shall be Tomball Memorial High School Academic Recognition Club/Parent Teacher Organization. (EIN# 45-2426088)

For the purpose of these By-Laws only the Tomball Memorial High School Academic Recognition Club/Parent Teacher Organization shall be referred to as the Organization.

ARTICLE II-PURPOSE

Section 2.1 Registration

- a. The Organization shall be self-governing, self-supporting, non-commercial, non-sectarian, non-profit, and non-partisan. It shall seek neither to direct the administrative activities of the Tomball Independent School District nor to control its policies.
- b. The Organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Organization shall observe all local, state, and federal laws that apply to non-profit organizations.
- c. The Organization is organized pursuant to the Texas Nonprofit Corporation Act and is organized for non-profit purposes that are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2.2 Purpose

The purpose of this Organization is to recognize and regard the achievements in academics and encourage efforts in the entire student body to improve the academic accomplishment of the Tomball Memorial High School in Tomball, Texas.

This purpose is to be realized by:

- a. Promoting educational programs
- b. Raising funds and obtaining donations from individuals, business groups, corporations, foundations, and other donors in the community
- c. Providing incentives in the form of rewards for students meeting certain criteria of academic achievement
- d. Showing appreciation to teachers and other staff members through hospitality events such as meals, snacks, and other treats
- e. Acting as a fiscal agent for the sponsorship of activities designed to carry out the first three purposes

Other purposes may exist as voted by members, subject to such limitations as prescribed by law.

Section 2.3 Term of Existence

The Term of Existence of the Organization is perpetual.

ARTICLE III-MEMBERSHIP

Section 3.1 Types of Members

ACTIVE MEMBERS: Participation in the Organization is open to individuals, families, and other organizations in the school community who wish to support its purpose. Participation dues shall be set by the Board of Directors each year for individuals, families, and businesses.

ASSOCIATE MEMBERS: Any person, business, or corporation interested in the purpose of the Organization may become a non-voting member.

Section 3.2 Membership Roster

An official membership roster shall be kept by the VP of Membership. It shall be as current as is reasonably practicable under the circumstances and shall be available at each meeting of the membership.

Section 3.3 Regular Meetings of the Membership

Written electronic notice stating the date, time, and location of any meeting of the members, and in the case of a special meeting for which a vote is required, the purposes for which the meeting is called shall be delivered by the Organization to each member entitled to vote at the meeting with prior notice.

Section 3.4 Special Meetings of the Membership

The President or a majority of the Board of Directors or a simple majority of the voting membership may call for a special meeting.

Special meetings will have a member of the Organization's Board of Directors present and a member designated to take official minutes of such meetings for recording by the Secretary of the Organization.

Section 3.5 Quorum

A majority of the members of the Board of Directors shall constitute a quorum for that body. A majority of the members of a committee shall constitute a quorum for that body. All actions shall be by majority vote of the members present at such meeting.

Section 3.6 Voting

Each member shall be entitled to one vote on each matter submitted to a vote of the members. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE IV-MANAGEMENT

Section 4.1 Board of Directors

The business and property of the Organization shall be managed by the Board of Directors consisting of the elected officers of this organization as well as the chairperson of each committee. All corporate powers of the Organization shall be exercised by or under the authority of the Board of Directors.

Section 4.2 Election and Term of Office

The members of the Board of Directors of the organization shall be elected by a majority vote of a quorum during the Annual Meeting. The President shall appoint a nominating committee in February of each year to screen and encourage members to accept nomination to office, and the committee will submit its report no later than the general meeting in March prior to the call for nominations from the floor.

The officers of the Organization shall be elected to serve a one-year term commencing on June 1st of each year. No office shall be held for more than two consecutive years unless an extension is voted on by the Board of Directors. If there is more than one candidate for the same office, a simple majority, by a paper ballot vote of those in attendance, shall decide the election.

Should the elected board member be unable to complete the elected term, the board shall appoint a replacement at a meeting of the Board of Directors called expressly for that purpose. If a vacancy occurs in any office except the President, it may be filled at a meeting of the Board

of Directors called expressly for that purpose. At no time should officers be appointed without the input and approval of the membership. If the office of the President shall become vacant, the Vice President of Membership shall assume the position until such time as regular elections are held.

Section 4.3 Requirements of the Board of Directors

The officers of the Organization are expected to attend the majority of meetings, regular and special, and participate in the successful implementation of the Organization's purposes. They must successfully submit and be approved as a volunteer of Tomball ISD, and they must abide by any applicable rule, regulation, policy, procedure, or guideline set forth by the campus, Tomball ISD, or state or federal law.

Section 4.4 Regular Meetings

The Board of Directors shall hold regular meetings at a time and place to be determined by the President. Members wishing to address the board and/or general membership may do so at any regular meeting during an allotted time period. The Board of Directors has the ability to limit speakers and speaking times, if necessary, to accommodate the number of speakers or if the meeting progress is being significantly hindered.

Section 4.5 Special Meeting

The President or a majority of the Board of Directors for the competent management of the organization may call special meetings of the Board of Directors.

Section 4.6 Annual Meeting

The Annual Meeting of the organization shall be designated by the Board of Directors each year and shall be held in either April or May. Notice of the Annual Meeting shall be made at least fourteen days in advance by announcement to the Tomball Memorial High School community media and by written notice to the participants.

Section 4.7 Notice of Regular, Special, and Annual Meetings

Notice of meetings of the Board of Directors shall be given in any manner calculated to inform each officer of the place, date, and time thereof, and whenever possible, at least ten days in advance of the meeting. Notice may be given to the officers at a preceding meeting, by email, by telephone, in person, or by other board-approved communication. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such a meeting.

Section 4.8 Voting

Each officer of the Board of Directors shall have one vote in matters coming before that board. A simple majority of the votes cast by the officers of the Board of Directors at a meeting where a quorum is present shall be the action of the Board of Directors.

Section 4.9 Removal

Any member of the Board of Directors may be removed from office for misconduct including but not limited to any violation of any applicable rule, regulation, policy, procedure, or guideline set forth by the campus, Tomball ISD, or state or federal law.

Section 4.10 Resignation

Any member of the Board of Directors may resign from their position by delivering written or verbal notice to the Board of Directors, the President, or the Organization. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt. Once delivered, a resignation notice is irrevocable unless permitted by the Board of Directors.

Section 4.11 Vacancies

Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of an officer shall be appointed by the Board of Directors at a meeting of such called expressly for that purpose. Such appointee shall serve during the remaining term of the officer whose position has become vacant.

Section 4.12 Powers

The Board of Directors shall have the power to decide matters not otherwise entrusted to the membership by these By-Laws and shall endeavor to solicit views from and provide information to the membership relative to issues and decisions.

Section 4.13 Compensation and Reimbursement

Members of the Board of Directors shall not receive compensation for their services. However, members shall not be precluded from serving the Organization in any other capacity and receiving compensation for such services. Further, members of the Board of Directors may be reimbursed for expenses deemed necessary for supporting the Organization's purposes, subject to prior approval of the Organization's Board of Directors.

Section 4.14 Committees

Any committee deemed necessary shall be appointed by the President or the Board of Directors. The committee shall perform only those duties assigned to them. They will be responsible to report to the Board of Directors and the general membership at the President's request. No action shall be completed without approval of the Board of Directors.

The Board of Directors may create one or more committees and appoint the members of the Board of Directors to oversee or directly serve on them. The creation of a committee and appointment of members to it must be approved by a majority of all officers serving on the Board of Directors when the action is taken. Subject to any limitations placed upon it by the Board of Directors or by law, each committee may exercise all the authority of the Board of Directors in the management of the Organization.

The Board of Directors shall have the power to change the number of members, fill vacancies, change members, change the function, and terminate the existence of a committee.

Each committee shall conduct its meeting in accordance with the applicable provisions of these By-Laws. Each committee shall adopt rules of conduct, keep records, and appoint subcommittees deemed appropriate.

The Committees of the Organization may include but are not limited to:

- Sponsorships and Donations
- Concessions
- Teacher Appreciation
- Rewards and Recognition
- Social Media

ARTICLE V- OFFICERS

Section 5.1 President

The President shall preside at all regular and Board of Director meetings, appoint all committees and shall be an ex-officio member of all committees. The President may have other duties prescribed by the Board of Directors.

The President has no vote on any motion brought before the Board of Directors or the General Membership, unless there is a tie vote. Upon completion of their term, the President shall serve in an advisory role as the Immediate Past-President for one year.

Section 5.2 Vice President of Membership

The Vice President of Membership shall assume all duties of the President in their absence and other official duties as required including maintaining the membership roster.

Should the office of President become vacant, the Vice President shall assume the duties and responsibilities of the President on a permanent basis in accordance with Section 4.2. The now-vacant office of Vice President shall be filled in accordance with Section 4.2 of these By-Laws.

Section 5.3 Secretary

The Secretary shall record and keep the minutes of all meetings of the Board of Directors and general membership. The Secretary shall keep authenticated records; compile and keep a record of any correspondence that the Board of Directors shall direct, receive, or perform; and shall perform other duties as directed by the Board of Directors or the President. All meeting minutes will be shared with the Tomball Memorial High School principal each month and will be posted on the Organization's website in a timely manner.

Section 5.4 Treasurer

The Treasurer shall be responsible for maintaining current records of all income and expenditures, making regular deposits of funds, and preparing student and organization account records for the Organization as required by the Board of Directors. The Treasurer shall provide a financial report at all meetings or when required by the Board of Directors. The Treasurer shall provide for the preparation and submission of such reports that may be required by Tomball ISD in relation to funds, goods, and services received and expended. The Treasurer will ensure an accurate set of records be kept up to date and is available for inspection by the Board of Directors or general membership upon request. All records must be kept for a minimum of three years. The Treasurer shall provide for the disbursal of funds according to the approved budget or on approval of the Board of Directors or a majority vote of the general membership. The Treasurer will prepare, or have prepared, all tax filings by required dates. The Treasurer may be assigned other duties by the Board of Directors or the President.

All funds shall be disbursed in accordance with an approved budget or on the approval of the Board of Directors or a majority vote of the general membership.

The Treasurer, coordinating with the President and Secretary, shall submit the monthly financial report to the Tomball Memorial High School principal each month in a timely manner and post on the Organization's website in a timely manner.

Section 5.5 Immediate Past President

The Immediate Past President will serve in a non-voting advisory capacity to the current President and Board of Directors for a term of one year.

ARTICLE VI-FISCAL

Section 6.1 Budget

A proposed budget shall be presented to the general membership no later than the Annual Meeting for review and again at the September regular meeting for approval.

Section 6.2 Contracts

Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other device in the name of and on behalf of the Organization, and this authority may be general or confined to specific instances.

No individual shall represent the Organization in any contract or event, nor shall any individual use the Organization logo without the express written permission of the Board of Directors.

Section 6.3 Loans

The Organization shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances.

Section 6.4 Checks, Drafts, ETC.

All checks, drafts, or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the Organization shall be signed in the manner and by the officers or agents of the Organization designated by the Board of Directors. All checks will require both the signature of the Treasurer and the signature of one other officer or agent as designated by the Board of Directors.

Section 6.5 Deposits

All funds of the Organization not otherwise employed, shall be deposited as soon as possible to the credit of the Organization in those banks, trust companies, or other depositories as the Board of Directors or officers appointed by the Board of Directors.

Section 6.6 Ending Balance

The Board of Directors shall assure that a minimum balance of an amount adequate and in accordance with the Internal Revenues policies for non-profit organizations, is available for the next year's initial operating costs. It is recommended that the Organization maintain a minimum balance of \$3000 for the following year.

Section 6.7 Fiscal Year

The fiscal year of the Organization shall be from June 1- May 31.

Section 6.8 Corporate Registration

On or before October 1 of each year, the Board of Directors will register the Organization with Tomball ISD.

A list of new officers' names and contact information as well as the end-of-fiscal-year financial statement will be submitted to Tomball Memorial High School administration as well as to Tomball ISD by the President and Treasurer together.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 7.1 Severability

A determination that any provision of these By-Laws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these By-Laws.

Section 7.2 Annual Audit

An audit of the Organization's financial records should be conducted at the end of each school year. The audit should be performed by individuals who are independent of the day-to-day financial activities and do not have access to the account as cosigners on the account. Ideally, this audit should be performed by a group of three individuals; however, if the membership size does not allow, the audit may be performed by as few as two individuals. The primary objectives of the audit committee are to:

- a. Verify the accuracy of the Treasurer's records

- b. Ensure that the Organization's cash balances are accurate
- c. Determine that established procedures for handling the Organization's funds have been followed
- d. Ensure that the expenditures occurred in a manner consistent with the Organization's by-laws
- e. Ensure that all revenues have been appropriately received and recorded

The audit committee should make a report to the general membership upon completion of the audit. Any discrepancies noted should be brought to the attention of the President and a resolution reached prior to presentation. All officers of the organization should provide records as requested by the committee.

If the Board of Directors chooses, a CPA may be hired to complete the audit and replace the audit committee, satisfying the primary objectives of the audit committee and reporting to the general membership upon completion of the audit.

Section 7.3 Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

ARTICLE VIII - INSURANCE

Section 8.1 Indemnification

The Organization shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Business Organization Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

Section 8.2 Insurance

The Organization may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member of the Board of Directors, a committee member, officer, employee, or agent of the Organization against any liability asserted against said person and incurred in such a capacity or arising out of that person's status as such a person, whether or not the Organization would have the power to indemnify that person against that liability. Without limiting the power of the Organization to procure or maintain any kind of insurance or other arrangement, the Organization may, for the benefit of persons indemnified by the Organization, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Organization; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Organization or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Organization. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement

shall not be voidable and shall not subject the Board of Directors approving the insurance or arrangement to liability, on any ground, regardless of whether any members of the Board of Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE IX - DISSOLUTION

Section 9.1 Dissolution

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization, dispose of the assets of the Organization exclusively for the purposes of the Organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be at the time qualify as an exempt organization under Section 501(C) 3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine according to the following guidelines.

Such organizations shall be identified as follows in order of priority:

The Tomball ISD, to be kept unspent for a period of three (3) years and thereafter to be distributed to the Tomball ISD Organizations deemed appropriate by the appropriate Tomball ISD administration official.

The Board of Directors shall dispose of the assets exclusively for such purposes to such organizations as said Board of Directors shall determine to an organization or organizations that meet IRS 501(C) 3 standards.

ARTICLE X - AMENDMENTS

Section 10.1 Amendments

The By-laws may be altered, amended, or repealed. New By-laws may be adopted by a majority vote of the Board of Directors and then by a majority vote of the members in attendance at any Regular Meeting, provided that a quorum is present and that such alterations, amendments, or proposed substitute By-laws have been distributed in writing to the General Membership no less than fourteen days prior to the time when action is to be taken and time has been given for discussion of the proposed changes.

ARTICLE XI - I.R.S. MANDATE

Section 11.1 501 (C) 3

This Organization has been formed exclusively for charitable and educational purposes within the meaning of Section 501(C)3 of the Internal Revenue Code. Notwithstanding any other provision of the By-Laws the Organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal Income tax under section 501(C)3 of the Internal Revenue Code of 1966, or the corresponding provision of any future United States

Internal Revenue law, 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 provisions of any future United States Internal Revenue Law.

We, the undersigned Board of Directors, do hereby certify that the foregoing are the true and legal By-Laws of the Tomball Memorial High School Academic Recognition Club/Parent Teacher Organization and that the same were amended on May 30, 2024.

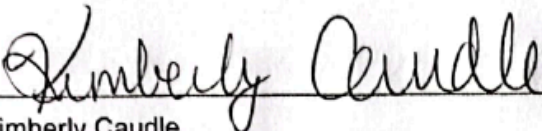
Kimberly Caudle
President

Robin LaRue
Vice President of Membership

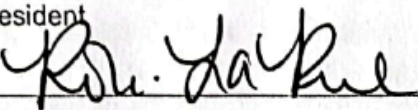
Jill Haywood
Secretary

Stephanie Viator
Treasurer

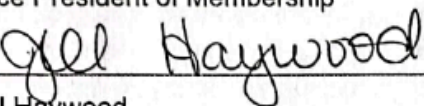
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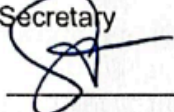
Kimberly Caudle
President



Robin LaRue
Vice President of Membership



Jill Haywood
Secretary



Stephanie Viator
Treasurer