

Elkins High School

Volunteers In Public Schools

(Parent Volunteer Organization)

By-Laws, As Amended and Restated

Article I: Name

The name of this organization shall be called Elkins High School VIPS. For publicity purposes, it may hereby be referred to as Elkins Parent Volunteer Organization or Elkins Parent Teacher Organization (the "Organization").

Article II: Purpose

The purpose of the Organization is to enhance the academic and social experience of students through the support of the students and staff at Elkins High School (EHS) through financial and/or voluntary support.

Article III: Membership and Dues

Section 1

The membership shall consist of any EHS parent, guardian, community member, teacher or administrator who is interested in supporting the activities and upholding the purpose of the Organization.

Section 2

Membership is determined by submission of the required form and payment of dues, if applicable. No dues will be prorated during the year. The fiscal year of the Organization will be July 1 to June 30.

Section 3

All current Organization members in good standing will have the privilege of making motions, voting at the Annual General Meeting, holding office, serving on committees, and/or participating in the business activities of the Organization. Any incoming members who will be serving on the Executive Board or as Committee Chairs in the next school year will be required to pay Organization membership dues within one (1) month of the start of the membership campaign during their first year at EHS to be considered in good standing.

Article IV: Officers and Elections

Section 1

- a. The Officers shall be a President, Vice President, Secretary, Treasurer and Parliamentarian. The Officers shall constitute the Executive Board.

- b. Officers shall be elected by a majority of members present at the last scheduled Board meeting of the school year (“Annual General Meeting”). For such a vote, a quorum is required and is defined as five (5) or more members. Voting by secret ballot is required when there is more than one nominee for a position. Votes will be counted by two (2) Officers that are not on the ballot for the given position.
- c. Officers and Committee Chairs may only serve two (2) consecutive terms in the same position, unless no candidate is nominated or willing to serve.
- d. Officers shall assume their official duties on July 1 and shall serve a nominal one-year term. Upon their election, the new Officers shall have the authority to appoint or re-appoint Committee Chairs.
- e. If, at the Annual General Meeting, candidates are not elected to fill one (1) or more of the five (5) officer positions, then (1) the Executive Board can appoint any member of the Organization of their choosing as interim officers to fill those unfilled positions to serve until new elections can be held, and (2) elections will be held to fill those positions at the next meeting.
- f. All elected Officers must be current members of the Organization.

Section 2

- a. At least two (2) months before elections, the Executive Board shall appoint a Nominating Committee consisting of three (3) members of which one (1) will be the Vice President who will serve as the Nominating Committee Chair.
- b. For Committee Chairs: No later than forty-five (45) days before elections, the Nominating Committee will have contacted each current Committee Chair to determine their willingness to serve in the upcoming year. Those who are qualified and are willing to serve will be presented to the Executive Board by the Nominating Committee via written communication. The Executive Board will review the Nominating Committee’s submission, check for accuracy, and note any vacancies that need to be filled. For Executive Board Officers: No later than forty-five (45) days before elections, the Nominating Committee will have contacted each current Officer to determine their willingness to serve in the upcoming year. If an Executive Board Officer has not reached their two (2) year consecutive term limit and wishes to serve in the same position again, the Nominating Board will nominate them, as long as they remain in good standing. Potential members who are new to EHS can be nominated for an Executive Board Officer position if no other current Organization members in good standing are nominated for the position desired.
- c. At least one (1) month before elections, the Nominating Committee will widely disperse an announcement of the upcoming election of Executive Board Officer positions and Willingness-to-Serve Notices by electronic and other available means of communication. The Nominating Committee will also disperse an announcement of vacant Committee Chair positions. The Nominating Committee shall nominate one (1) or more eligible persons for each Officer and Committee Chair position. If there are no nominees for an open Committee Chair position, and that position was previously held by a member whose two (2) year consecutive terms in that position are up, the Executive Board, at its discretion, can allow that willing person to serve in the same Committee Chair position for one (1) more year. If there are no nominees for an open Executive Board Officer position, and there is a willing person who has served in that role for two (2) consecutive terms, the Nominating Committee may nominate that person for the role.

- d. At the Annual General Meeting, additional nominations will be taken from the floor for all Executive Board Officer positions prior to an election for Officers taking place. Any Organization member who has already committed to serving as a Committee Chair for the upcoming year may not be nominated on the floor for an Officer position. Only Organization members in good standing are allowed to vote in this election, and the meeting will be open to the general public. Since Committee Chairs are appointed by the Executive Board, nominations are not accepted on the floor, as they will not be on the ballot. An official announcement of the newly appointed Committee Chairs will be made at the Annual General Meeting.

Section 3

- a. In the event of misconduct of any Officer/Executive Board Member or Committee Chair, the remaining members of the Executive Board reserve the right to remove that member from office by a majority vote of the remaining members of the Executive Board. An Officer/Executive Board Member or Committee Chair may be removed from office by a majority vote of the Board for any of the following reasons: failure to perform duties, criminal misconduct or unethical behavior, violation of any district guidelines, internal controls or policies; misconduct, or failure to attend three (3) regular meetings of the board, without cause. Two (2) weeks prior to taking such action, the President or Parliamentarian will send the impacted board member a removal notification via email. The vacancy will be filled by election by a majority vote of the current Executive Board at any time during the fiscal year.
- b. A vacancy occurring in any Officer position shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.
- c. An Officer may resign by written notification to the Parliamentarian. In the event the Parliamentarian position is vacant, written notification will be sent to the President. Any member of the Executive Board missing two (2) meetings without notifying the President, Secretary or Vice President will be considered to have resigned. A vacancy occurring in an office during the fiscal year will be filled by election by a majority vote of the current Executive Board.

Article V: Meetings

Section 1

Board meetings will be held monthly at a time and date set by the Executive Board during its first meeting of the school year.

Section 2

A minimum of five (5) members shall be required to constitute a quorum for the transaction of business in any meeting. Quorum must be established prior to voting during a meeting.

Section 3

Special meetings of the Executive Board may be called by the President or by a majority vote of the members of the Executive Board with at least three (3) days advance notice. At such meetings, a majority of the Executive Board shall constitute a quorum. Where committees have appointed a Vice Chair, only one (1) vote is permitted on behalf of that position.

Section 4

The Annual General Meeting shall include the annual reports and the election of Officers.

In the event that a vote is needed at the Annual General Meeting, the procedures are:

1. President will call for a motion from the floor. Only members in good standing can make a motion.
2. Motion must be seconded by another good standing member before a vote can take place.
3. President calls for a voice vote.
4. Secretary reflects in the minutes who made the motion, who seconded and whether or not the vote was approved.

Section 5

Business of the Organization may be conducted in an alternative (i.e., electronic) format provided that all members have access to such business and that a quorum is represented.

Section 6

Board (Executive Board and Committee Chairs) approval is required for all expenditures from the Teacher Gifting and Project funds. The Project Fund is a budgeted pool of money for non-recurring needs of Elkins High School or the Organization that may arise during the fiscal year.

Section 7

In the event there is an urgent, time sensitive motion needed between meeting dates, voting by email is permissible for urgent matters as determined by the President. Majority participation of the Board is required. All Board members should be included in the email chain (use "reply all"). The procedures for email voting are:

1. President calls for a motion to the general board.
2. A motion is made.
3. President emails motion to the Board requesting a second. Once the motion is seconded, the President calls for discussion. The discussion is open for twenty-four (24) hours.
4. After the 24-hour discussion period, Parliamentarian closes the discussion and calls for a vote.
5. Board members have twenty-four (24) hours to submit their vote by replying to all.
6. Parliamentarian closes voting and reports the results.
7. Secretary should keep a copy of all related email vote communications and report any electronic votes at the next monthly meeting.

Article VI: Executive Board

A: PRESIDENT:

- The President shall preside at all meetings. The President is an Ex-Officio member of all committees. The President will prepare a monthly agenda for all Board meetings.

B: VICE PRESIDENT:

- The Vice President is first in line of succession to the office of President, both in temporary and permanent standing. The Vice President shall work in any capacity delegated by the President and Executive Board for the fulfillment of the purpose of the Organization. The Vice President will chair the Nominating Committee, the Auditing Committee, and any other Committee Chairs as outlined by the organizational chart and oversee the annual audit process.

C: SECRETARY:

- The Secretary shall keep an accurate record of the proceedings of all meetings of the Organization and record all votes. The Secretary is to be prepared to refer to the minutes of the previous meetings, present the minutes for approval at the next meeting, and shall perform other such duties as may be delegated.

D: TREASURER:

1. The Treasurer shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Executive Board. The Treasurer shall submit a financial statement at every meeting of the Organization and at other times as requested.
2. Two (2) Officers on the bank account shall sign all checks or reimbursement requests over \$500 and other orders for disbursement of funds. There should be at least three (3) Officers, excluding the Vice President, with bank account authority.
3. A budget for the school year should be prepared by the Treasurer and President and other interested parties as appointed by the Executive Board. The budget shall be crafted in a way to protect the Organization's not-for-profit status (e.g. generally not carry over a large sum of funds), while also maintaining account balances that are necessary to minimize bank account fees, protect any previously earned class funds, and pay for expenses incurred at the beginning of the year. This budget must be presented at the Annual General Meeting and approved. This budget can be modified at a subsequent meeting by a majority vote.
4. The Treasurer's accounts shall be reviewed annually by an Auditing Committee of not less than two (2) people, who upon satisfaction that the proper financial procedures have been followed shall sign a statement to that fact. The Auditing Committee shall be appointed by the Executive Board at the Annual General Meeting. No one who can sign checks for the Organization can be on the Auditing Committee.
5. Debit cards cannot be used to take out cash. All charges must be documented on an Expenditure Form with receipt.
6. The Treasurer shall complete and submit all required federal and state returns.
7. The fiscal year shall run from July 1 to June 30.
8. The Treasurer must adhere to all FBISD financial guidelines.

E: PARLIMENTARIAN

1. The Parliamentarian should have a deep understanding of Robert's Rules of Order parliamentary procedures, will rule upon matters of procedure and will maintain order at all meetings.

2. The Parliamentarian will be the subject matter expert on the by-laws and will enforce provisions.
3. The Parliamentarian determines quorum at each meeting.
4. The Parliamentarian is responsible for tabulating any votes at all meetings (Board, Executive Board, General Election, Special meetings) in addition to eVoting.
5. The Parliamentarian will help educate the Board on Robert's Rules of Order and will provide an educational session at the first Board meeting of each fiscal year.

Article VII: Committees

Section 1

Committees may consist of members and Executive Board members with the President acting as an ex-officio member of all committees.

Section 2

Organized and approved standing committees may include – but are not limited to – the following: VIPS Coordinator, Fundraising, Hospitality, Y.E.S. Program, Communications, Beautification, Safety, Seniors and Shared Dreams. The Committee Chair of each standing committee may appoint additional members of that committee, including a Vice Chair if desired. Standing Committee Chairpersons are to make a report of activities at monthly meetings. Standing Committees may be created and/or disbanded as necessary.

Section 3

Each Committee Chair is accountable to the Executive Board via the President and is required to seek guidance for all proposed activities. For projects, the President may delegate such oversight to another Executive Board member. The Committee Chair must complete a Project Planning Worksheet and obtain Executive Board approval prior to the implementation of any and all initiatives.

Section 4

The Committee Chair of each standing committee will attend all Organization board meetings and present a plan of work for approval. Committee work plans must receive the consent of the Executive Board prior to execution.

Article VIII: Dissolution

The Organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those members present at the meeting.

Article IX: Amendments

These By-Laws may be amended at any meeting by a two-thirds vote of the Executive Board and Committee Chairs present and voting, following notice of the proposed amendment at the previous meeting.

Article X: Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the Organization's By-Laws or Articles of Incorporation.

Article XI: Policies

Section 1

The Organization will be noncommercial, nonsectarian, and nonpartisan. No commercial enterprises and no political candidate will be endorsed by it in any way (including the publishing or distributing of statements). The name of the Organization or the names of the Officers in their official capacities will not be used in connection with any commercial concern or with any partisan interest or for any purpose other than the regular work of the Organization.

Section 2

The Organization is organized and will operate exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code concerning tax exempt PTOs. The Organization will not engage, participate or intervene in any activity or transaction which would result in the loss of its status as a tax-exempt entity.

Section 3

The Organization will not attempt to direct the administration or policies of Elkins High School.

Section 4

Officers, Committee Chairs and members shall avoid abuse of any privileges gained through their affiliation with the Organization (e.g. bypassing making the appointment process to meet with administration or teachers). All Elkins High School and Fort Bend ISD guidelines and protocols should be followed.

Article XII: Conflict of Interest Policy

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Committee Chair or member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person: Any Officer, member, or Committee Chair with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each Officer, Committee Chair or Vice Chair with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects as part of the annual audit:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.