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Madden Elementary Parent Teacher Organization By-Laws

ARTICLE I. - GENERAL

Section 1. Name: The name of this organization is Madden Elementary Parent Teacher Organization ("PTO"). Madden Elementary PTO is a non-profit organization and is incorporated in the State of Texas.

Section 2. Purpose: The PTO has been established to promote the welfare and educational, vocational and character development of children who attend Madden Elementary School (School) and to develop and maintain a forum for parents, teachers and citizens within the community interested in the advancement of those purposes. The PTO shall not attempt to direct the administration or policies and activities of the school. The PTO is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code concerning tax exempt organizations. No substantial part of the activities of the PTO shall be the carrying on of propaganda, influencing legislation nor participation in political campaigns for public office. The PTO shall neither engage, participate nor intervene in any activity or transaction which would result in the loss of its status as a tax exempt entity.

Section 3. Powers: In order to accomplish the foregoing purposes and to finance programs in support thereof, the PTO is empowered to solicit and accept membership dues and voluntary contributions and to receive, invest and distribute funds and to hold property in furtherance of its objectives. No part of the income or assets of the PTO shall benefit any member or other individual or entity.

Section 4. Registered Office and Registered Agent: The registered office of the PTO will be located in the State of Texas at the place fixed, from time to time, by the Board upon filing of any notices that may be required by law. The registered agent's business office will be identical to the PTO's registered office.

ARTICLE II. - MEMBERSHIP

Section 1. Eligibility: Membership in the PTO shall be open to those individuals who subscribe to its purpose and objectives, have paid the annual dues as hereinafter provided and who are:

(a) Parents, grandparents, custodians or legal guardians of students enrolled in Madden Elementary.
(b) Members of the faculty and staff
(c) Interested adults who do not qualify under Section 1 (a) or (b) may petition the Board to become members of the PTO. Applicants under Section (c) need to be approved by the majority of officers.

Section 2. Annual Dues: The annual dues for members shall be determined by The Board at its sole discretion and upon a majority vote. Annual dues will be accepted any time throughout the school year. Current dues expire at the end of each PTO fiscal year, which is June 30th.

Section 3. Members in Good Standing: Current members in good standing are defined as members who have paid their annual dues for the current school year and shall have the

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privilege of making motions, voting, holding office or serving on committees. The Membership Chair shall maintain. throughout the year, a list of current members of the PTO.

ARTICLE III. - MEETING OF THE MEMBERS

Section 1. General Meetings: General Meetings of the PTO shall be scheduled by The Board with there being at least one meeting in the Fall Semester and one meeting in the Spring Semester.

Section 2. Election Meeting: This meeting of the members shall be held during the General Meeting in May of each year. The meeting shall be held for the purpose of electing Officers of the PTO, as defined in Articles IV and V of these By-Laws, and for the transaction of any other business properly brought before the meeting of the members as determined by The Board.

Section 3. Special Meetings: Special meetings may be called by the President of The Board at the request of a majority of The Board, or at the request of ten (10%) percent of the members, to transact business, which needs to be brought before the members.

Section 4. Notice of Meetings: Ten (10) days notice shall be given for any General, Special or Election meeting. Notice for all meetings shall indicate time, date, place and purpose of such meeting. The meeting shall be called by means of posting on school property, through school communication and publication via e-mail or on Facebook. A simple majority of the members of the Board must be present for the meeting to be official.

Section 5. Quorum and Manner of Voting: Current PTO members in good standing present at any General, Special or Election meeting shall constitute representation of the entire PTO membership body. Any item of business included in the Agenda and properly brought before the meeting may be transacted and voted on during such meeting. Each member in good standing shall be entitled to vote at any PTO meeting. Each member shall be entitled to one vote on any matter presented to the membership for a vote. The order of business to be followed during each meeting shall be determined by the President. The election of Officers and all motions voted upon by the members shall be decided, except as otherwise provided for in these By-Laws, by a majority of the voting members present at a meeting. A quorum shall be met with a simple majority of the Board, which is one half (1/2) of the Board plus one (1).

ARTICLE IV. - THE BOARD

Section 1. Duties: The property, affairs and business of the PTO shall be managed by its Board which shall set and determine the policies of the PTO. The Board shall have the power to adopt an annual budget, disperse funds, approve plans and programs to raise funds and perform all duties as may be necessary or desirable to carry out the stated purposes of the PTO.

Section 2. Composition: The Board shall consist of the Officers of the PTO (Article V), no less than two (2) teachers representing different grade levels, and the Principal and Assistant Principal (s) of the school sharing a single position. All members, as indicated herein, shall have one vote each on issues concerning the Board. The Board may have an Executive Board of Officers as a sub-committee which may consist of the President, Vice President/Ways and Means Chair, Secretary, VIPS Coordinator, Treasurer and Membership Chair.

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Section 3. The Nominating Committee: During the month of February of each year, the Board shall solicit nominees to serve on the Nominating Committee. The Nominating Committee shall be elected by the Board at the March meeting and should consist of the Principal or Assistant Principal, one (1) Board member and two (2) PTO members. The Nominating Committee shall elect a chairperson from among its members.

At the Election meeting in May, the Nominating Committee shall be responsible for presenting nominees for election to each office as described in Article IV. and V. of these By-Laws. Nominations for each office shall be accepted from any member of the PTO during the Election Meeting in May following the presentation of the ballot by the Nominating Committee. All nominees shall be current members in good standing of the PTO and shall personally consent to stand election after their names are placed in nomination.

The Nominating Committee is a standing committee of the PTO, not the Board, therefore, it is not governed by Article IV. or VII. of these By-Laws.

Section 4. Elections: The Officers shall be elected by the members during the Election Meeting in May of each year. The Officers shall be elected by simple majority vote. Voting for the election of officers shall be by hand count unless any member demands a ballot vote before the voting begins. Grade level representatives shall be chosen separately by the faculty.

Section 5. Term of Office: The Officers of the Board shall be elected at the Election Meeting in May to serve in the capacity for one (1) year beginning upon election.

Section 6. Consecutive Terms: The members of the Board may serve for consecutive terms of the Board but may not serve for more than two (2) years as an officer in the same capacity. However, a member of the Board after serving consecutive terms may be nominated and elected in a different capacity. Officers may continue to serve consecutive terms in the same capacity provided that additional terms beyond the two (2) consecutive terms are uncontested by any other Member or Officer requesting to be nominated and elected to the position. All officers must be re-nominated and re-elected for each term they serve.

Section 7. Removal of Officers: A Board member who, without cause, fails to attend two (2) consecutive General Meetings of the Board, may be removed by a majority vote of the Board. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by action of the Board of Directors in a majority vote. A Board member may be removed from office for non-performance of Board responsibilities or non-compliance with the PTO policies and procedures set forth.

Section 8. Vacancies: A Board member may resign at any time upon written notice to the Board. The Board may fill vacancies from its own membership. PTO members shall be notified of vacancies on The Board by email. The remaining members serving on the Board, even though less than a quorum, may by a majority vote appoint a successor, selected from among the members of the PTO, to serve the unexpired term of a Board member who resigns, who is unable to serve or is removed.

Section 9. Regular Meetings: Regularly scheduled meetings of the Board shall be held as the Board determines at the beginning of each fiscal year. The Board should hold at least six (6) meetings per year (not including Special Meetings). The meetings should be open to the General Membership and be posted at least three (3) days prior to such scheduled meeting. Any items of business brought before a regular meeting of the Board may be transacted and

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voted on during such meetings. Members that are not part of the Board must wait until the membership segment of the meeting is complete to address the Board. At any time, members of the Board may go into "Executive Session."

Section 10. Special Meetings: Special meetings, including meetings of the Executive Board. may be called by the President by correspondence of the Secretary upon request of any three (3) Board members, upon twenty four (24) hours written or verbal notice indicating the time and place of the Special Meeting and the business to be transacted at such meeting.

Section 11. Quorum and Manner of Voting: The presence of one half (1/2) plus one (1) of the members of the Board shall constitute a quorum at any Regular or Special Meeting of the Board. All motions voted upon at any meeting of the Board at which a quorum has been established and maintained throughout, shall be decided, except as otherwise provided in these By-Laws. by a majority of the Board members present at the meeting.

ARTICLE V. – OFFICERS

Section 1. Officers: The Executive Officers of the PTO Board shall consist of the President. Vice President/Ways and Means Chair, Secretary, VIPS Coordinator, Treasurer, and Membership Chair. All Officers shall serve a term of office for one (1) year from installation until successors are elected.

Section 2. President: The President shall preside at all meetings of the members of the Board without vote, of the PTO Board. However, a vote may be cast at Board and General Meetings in the event of a tie and shall have full voting rights in all elections. Appoints with advice and consent of the Board, the chairpersons of any general or special committees; have supervision of any general, executive and administrative powers related to PTO subject to control of the Board; implement the general directives, plans and policies formulated by the Board. Shall be authorized to sign on all bank accounts as one (1) of two (2) required signatures on all checks. The President of the Board must have served on the Board for one year in some capacity in the past.

Section 3. Vice President/Ways and Means Chair: The VP shall have such powers and responsibilities as may be determined by the Board or the President. In the absence of the President, the VP shall perform the duties and exercise the authority of the President. Mini-grants shall be distributed and accounted for by the VP. Designated Ad Hoc Committees deemed appropriate shall also report to the VP. The VP shall have parliamentary duties, in the absence of a Parliamentarian as per these By-Laws at all PTO Meetings. Additionally. the VP shall hold all duties and responsibilities as the Ways and Means Chair and hold this duty in accordance of these By-Laws.

Section 4. Secretary: The Secretary shall have such powers and responsibilities as may be determined by the Board or the President. In the absence of the President and Vice President, the Secretary shall perform the duties of and exercise the authority of the President in addition to the Secretarial duties. The Secretary shall attend all meetings of the members of the Board and record the minutes of those proceedings. Those minutes shall be distributed to members of the Board and posted to the general membership by the Secretary. The Secretary shall notify all Board members of regular meetings and be responsible for all correspondence necessary for conducting business of the PTO.

Section 5. Treasurer: The Treasurer shall prepare the annual budget for review and approval by The Executive Board and PTO Members, explain the variances between budget

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and actual figures; maintain the bank account and reconciliation. The Treasurer reconciles deposits and records sales records for each fundraiser. The Treasurer shall present monthly Financial reports and prepare Federal and State returns and other required reports with the assistance of a CPA. The Treasurer shall be authorized to sign on all bank accounts as one (1) of two (2) required signatures on all checks.

Section 6. Ways and Means (WM): The WM Chair shall coordinate scheduling of fundraising activities related to the PTO and to be approved by the Board. The "Fall" and "Spring" Fundraisers shall be conducted by the WM and any chairperson chosen to conduct any said fundraising shall report to the WM. Designated Ad Hoc Committees deemed appropriate shall report to the WM Chairperson.

Section 7. VIPS Coordinator (VIPS): The VIPS shall be responsible for recruiting volunteers and coordinating/scheduling activities to support faculty and staff. The VIPS shall act as a liaison between volunteer, faculty, staff and FBISD. In the absence of a Membership Chair, the VIPS Coordinator shall hold all duties and responsibilities as the Membership Chair and hold this duty in accordance with Article 5, Section 8 of these By-Laws.

Section 8. Membership Chair: The Membership Chair shall oversee activities of the Membership Committee. The Membership Committee shall conduct an annual drive, be responsible for new membership registration throughout the school year, and compile an accurate PTO membership list. Designated Ad Hoc Committees deemed necessary shall report to the Membership Chair.

Section 9. Parliamentarian: The Parliamentarian shall keep order, without vote, at all PTO meetings in accordance of the latest revision of "Robert's Rules of Order"

Section 10. Historian: The Historian shall be responsible for taking and collecting pictures throughout the school year of functions and events at the school. The Yearbook Committee and/or the Scrapbook Committee shall report to the Historian as well as any Ad Hoc Committees deemed necessary.

Section 11. Principal and Assistant Principal(s): The Principal and Assistant Principal(s) will advise the Board on faculty and campus needs, happenings and events. They will share one (1) vote between them.

Section 12. Grade Level Representatives (GLR): No less than two (2) teachers representing different grade levels will advise the Board of student or classroom needs. GLR will also provide input from other teachers and faculty. All Grade Level Representatives will share one (1) vote between them.

ARTICLE VI. - STANDING COMMITTEES

Section 1. Standing Committees: Standing Committees shall consist of the following: Budget Committee (Treasurer), Audit Committee (President), Hospitality Committee (VIPS), Membership Committee (Membership), Nominating Committee (Principal). Room Parent Committee (VIPS), Yearbook Committee (Historian), Student Directory (Secretary), Mini-Grants (VP), Enhancements Committee (President). Standing Committees, except for the Nominating Committee, shall report directly to the designated PTO Board Officer who is responsible for overseeing activities of that Committee. Chairpersons or Committee Members must be PTO Members in good standing with the PTO. Chairpersons may serve consecutive terms, but may

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not serve more than two (2) years as Chairperson of the same committee, unless additional terms are uncontested.

ARTICLE VII. - AD HOC COMMITTEES

Section 1. Ad Hoc Committees: Ad Hoc Committees are committees created with the approval of the Board when new projects are instituted or needs are identified. These committees are not permanent and may be increased or decreased on an annual basis. Committees shall report directly to the designated PTO Board Officer who is identified as responsible for overseeing activities of that committee. Chairpersons and Committee Members must be PTO Members in good standing with the PTO.

ARTICLE VIII. - MISCELLANEOUS

Section 1. Fiscal Year: The Fiscal Year shall begin July 1 and end June 30 of each year.

Section 2. Checks and Drafts: Checks and Drafts or other orders of payment of money issued in the name of this PTO shall be signed by two (2) designated signers of the PTO and accompanied by a completed and approved Check Request Form.

Section 3. Audit: An audit of the books and records of the PTO shall be conducted and completed each year by an audit committee of not less than two (2) members selected by the Officers from members of the PTO in good standing with the PTO.

Section 4. Amendments: The PTO Board may amend, alter, or repeal any provision contained in these Bylaws by a vote not less than 75% of all Board Members in office at the time of said vote. A notice of proposed changes will be posted at the school ten (10) days prior to a vote.

Section 5. Dissolution: The members may dissolve the PTO voluntarily at any time by a vote of not less than 75% of all members present and the Board at the time of vote to dissolve is taken. A notice of proposed changes will be posted at the school ten (10) days prior to a vote.

Section 6. Disposition of Assets Upon Dissolution: In the event of dissolution of the PTO, all rights, obligations, and liabilities of the PTO will remain following dissolution until satisfied. All remaining property and assets of the PTO shall be distributed to the school or, if such disposition is not possible, to one or more PTO's which is qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and which is selected by the Board. In no event shall remaining property and assets of the PTO be distributed to any member or other individual entity.

Section 7. Loans to Officers: The PTO will not make loans to any officer or PTO member. Reasonable initial capital expenditures will be reimbursed by the PTO upon receipt of completed check request form and supporting documentation (i.e. receipts and invoices).

Section 8. Liability of Officers: This PTO is organized and governed under and by the Laws of the State of Texas. All liability of Officers and Committee Chairs is governed by said legal statutes and case law. The following is a list, although not limited or exclusive, of some general liability issues which can and may arise:

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Officers and Committee Chairs may be personally liable for financial harm caused to the PTO if they:

1. Breach their duty of care to the PTO
2. Breach their duty of loyalty to the PTO
3. Misappropriate a PTO asset for personal use or use by another business
4. Co-mingle personal and PTO assets
5. Fail to disclose potential or actual conflicts of interest

If any member of the organization believes that there is misconduct on behalf of a Board Member or Committee Chair, they shall bring such allegations, in writing, and any marshaled evidence supporting the allegations, before any member of The Board. The member of The Board will then call for a Special Meeting of The Board within two (2) business days of receiving said information. At that meeting The Board shall decide how to proceed against the accused Board Member or Committee Chair and inform the member within five (5) business days of their decision and reason for the decision. If the member believes that The Board has not addressed the issue as brought forth, then the member can seek separate redress as legally available to them

In the case that any Board Member or Committee Chair violates any duties owed to the PTO, the PTO will not indemnify said Board Member or Committee Chair in any legal proceeding that results from said violation.

Section 9. Indemnification and Insurance

The following provisions will apply with respect to the PTO's indemnification of its Board and Committee Chairs and with respect to the advancement of expenses and insurance.

(a) Mandatory Indemnification of Officers: To the fullest extent not prohibited by law, the PTO will hold harmless any Officer made a party to a proceeding because he or she is or was a Board Member of the PTO against any liability incurred in connection with that proceeding; provided , however, that nothing in these Bylaws or the Articles of Incorporation PTO will obligate, or in the right of the PTO in which the Board Member is adjudged personally liable to the PTO or in connection with any other proceeding charging improper personal benefit to the Board Member or in which the Board Member is adjudged liable on the basis of having improperly derived a personal benefit.

(b) PTO's Power to Indemnify Officers or Committee Chairs: To the fullest extent not prohibited by law, the PTO may, at the discretion of the PTO's Board, indemnify any officer or committee chair made a party to a proceeding because the person is or was an officer, employee, or agent of PTO against any liability incurred in connection with that proceeding; provided, however that nothing in these Bylaws or the Articles of Incorporation PTO will obligate or permit the PTO to indemnify any officer or committee chair is adjudged personally liable to the PTO or in connection with any other proceeding charging improper personal benefit to the officer or committee chair in which the officer or committee chair is adjudged liable on the basis of having improperly derived a personal benefit.

(c) Insurance: The PTO, acting through its officers and Board, may purchase and maintain insurance on behalf of an individual to cover liability asserted against or incurred by the individual who is or was an officer or committee chair of the PTO, or who while an officer or committee chair of the PTO, is or was serving at the request of the PTO as a officer, committee chair, or agent.

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These By-Laws were approved and adopted by a majority vote of the PTO members present at the PTO Board Meeting held on the 24th day of June, 2015.

Attest:

Kacee Gonzales, President, Madden Elementary PTO

Gina Payne, Vice President/Ways and Means, Madden Elementary PTO

Theresa Day, Secretary, Madden PTO

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