

# UNIVERSITY ACADEMY AT TYLER PTO BYLAWS

## A Texas Non-profit Corporation

### **I. NAME**

The name of this corporation shall be UNIVERSITY ACADEMY AT TYLER PTO. The business of the corporation may be conducted as UNIVERSITY ACADEMY AT TYLER PTO.

### **II. PURPOSE AND POWERS**

#### **A. PURPOSE**

UNIVERSITY ACADEMY AT TYLER PTO is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

#### **B. POWERS**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **III. Non profit Status and Exempt Activities Limitation**

#### **A. Nonprofit Legal Status**

UNIVERSITY ACADEMY AT TYLER PTO is a Texas non-profit public benefit corporation, recognized as tax exempt under Section 501 ( c ) ( 3 ) of the United States Internal Revenue Code.

#### **B. Exempt Activities Limitation**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization except under Section 501 ( c ) ( 3 ) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 ( c ) ( 2 ) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation 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 the Articles of Incorporation and these Bylaws.

### C. Distribution Upon Dissolution

The organization to receive the assets of the UNIVERSITY ACADEMY AT TYLER PTO hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the UNIVERSITY ACADEMY AT TYLER PTO, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the UNIVERSITY ACADEMY AT TYLER PTO, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

## **IV. MEMBERSHIP**

### A. Regular Membership.

All parents, legal guardians, and adult family members of students who currently attend UNIVERSITY ACADEMY AT TYLER, as well as teachers and staff, shall be eligible for regular membership in the organization. Regular Members shall have the right to attend and participate in all meetings and activities of the organization. They may be appointed as Committee Chair and run for an officer position during annual elections. Regular members voting is limited to officer elections.

### B. Voting Membership ("PTO Executive Committee").

Voting Membership is reserved for those Officers elected to the PTO Executive Committee. The Executive Committee will hear and vote on all matters brought forth by staff, parents, and members of the PTO. The Executive committee will also vote on officer elections and matters pertaining to the adoption/amendment of the PTO Budget, as well as the adoption/amendment of PTO Bylaws.

## **V. MEETINGS**

### A. Regular Meetings

Open monthly meetings of the organization will be held beginning in August and ending in May of each school year. A schedule of Regular Meetings is to be posted through school communication outlets with no less than a two-week notice. The schedule should include date, time, and location of each meeting, if they vary.

### B. Special Meetings

When the need arises, additional meetings may be called by the Executive Committee to address an immediate concern. These meetings must provide at least 48-hour notice and must be communicated to the membership via the regular communication outlets.

#### C. Annual Meeting

The annual meeting will be held at the April regular meeting. The annual meeting is for reviewing reports, electing the following year's officers, and to conduct other business that may arise.

#### D. Quorum

A majority of the regular members of the Executive Committee shall constitute a quorum for the transaction of business.

### **VI. OFFICERS**

#### A. Positions

The Executive Committee / Officers of the organization shall consist of a President, Vice President, Secretary, Treasurer, and the Campus Director. Executive Committee members must participate in no fewer than 5 meetings per school year in person and 3 meetings virtually or in person for minimum attendance requirement of 8 meetings.

#### B. President

The President shall be the principal executive officer of the organization and, subject to the control of the Executive Committee and the direction of the membership, shall in general supervise and control all the activities of the organization. The President shall be a member of the Executive Committee and, when present, shall preside at all meetings of the Executive Committee, and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Committee or the membership. The President designates all Standing and Special Committees and approves the appointment of Chairpersons of said Committees as recommended by the Executive Committee. The President must notify the Superintendent and the University of Texas at Tyler University Academy Director before entering into any contract, involving the charter, ensuring it is not in conflict with charter policies/regulations. The contract must be deemed beneficial to the charter by the Superintendent. To be eligible to serve as President, a person must have been a Regular Member of the organization for at least one year.

#### C. Vice-President

The Vice-President shall be a member of the Executive Committee and, in the absence of the President, shall perform the duties of the President. The Vice-President shall serve as liaison to Committee Chairpersons, Chair the Bylaws Committee, and perform such other duties as are assigned by the President or the Executive Committee. To be eligible to serve as Vice President, a person must have been a Regular Membership of the organization for at least one year.

#### D. Secretary

The Secretary shall be a member of the Executive Committee. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Committee and submit them for posting on communication outlets. They shall see that all notices are duly given in

accordance with these Bylaws, maintain a roster of all Committees, its Chair, and its members, reserve the meeting room, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Committee.

#### E. Treasurer

The Treasurer shall be a member of the Executive Committee. The Treasurer shall have charge of and be responsible for all funds of the organization and shall receive and give receipts for cash due and payable to the organization. The Treasurer shall be a signor on the PTO bank account and deposit all funds of the organization in the PTO account within 24 hours, or the next business day, of receipt. The Treasurer shall present a written financial report at each Regular Meeting of the membership, and at other times as requested by the Executive Committee. The Treasurer is responsible to provide a year-end report of all financial transactions to the University Academy for auditing and compliance purposes. The report is due to the District Office by July 1st each year for the months June of the prior year– May of the current year. The Financial Report includes: incoming balance, total revenue, total expenses (with transaction details and copies of all monthly bank statements), and end balance.

#### F. Chairpersons

When the need for a Standing or Special Chairperson has been designated by the President, he/she will accept nominations for these positions at the first meeting in August. The final approval of the Chairperson is made by the President. Chairpersons must participate in no fewer than 4 meetings per school year, virtually or in person.

#### G. Campus Director

The Campus Director will serve as an ex-officio member of the Executive Committee. Responsibilities of this position are to provide guidance regarding activities hosted by the PTO in support of their campus, as well as make necessary UNIVERSITY ACADEMY AT TYLER PTO notifications through school communication outlets on behalf of the organization (posting of officers and bylaws, meeting dates/times, agendas and minutes). The Campus Director will not hold a vote, but has the responsibility and authority to report actions to the Superintendent which do not align with the charter's goals.

### **VII. ELECTIONS**

#### A. Procedure

The election of officers shall take place during the last Regular Meeting each year (April). All Regular Members of the organization may participate in the election. The Nomination Chair shall present a slate of officers for election. Further nominations may be received from the floor. The election of the slate, if non- contested, may be by voice vote. Any contested election shall be by written ballot.

#### B. Terms of Office

The term of each officer shall be one year, beginning on the first day following the last day of school of each school year. A person may be elected to the same or other office for no more than 2 terms unless voted on by a member majority at the April Annual Meeting. A person can

be elected to another office position after serving a two-year term without a member majority vote.

#### C. Nomination Chair

The Nomination Chair shall be responsible for the recruitment and election of new officers to the PTO Executive Committee. Recruitment of these persons should occur following the Regular Meeting in February. Persons nominated will confirm their willingness to serve by completing and signing a nomination form, even those taken from the floor. The Nomination Chair shall insure that all nominees are eligible to serve in the nominated office. The chair shall prepare the slate of nominations to be shared with the membership during the Regular Meeting in March.

#### D. Selection

A majority vote (more than 50%) of the total votes cast by the Voting Members shall be necessary for the selection of an officer. Should no person receive a majority of the total votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held. Each individual shall be permitted to make a short statement prior to the run-off vote. The person receiving the largest number of votes shall be selected for the office in contention. In the event the vote results in a tie, the votes shall be re-cast. The standing President may allow the candidates to make another statement in their discretion.

#### E. Vacancies

Any vacancy in office because of death, resignation, or inability to serve shall be filled by the Executive Committee for the unexpired portion of the term. However, should a vacancy occur in the office of the President, the Vice-President shall immediately assume the office. Should this result in a vacancy of the office of Vice-President; the vacancy shall be filled by election at a called Special Meeting of the membership.

#### F. Removal

An officer can be removed from office for failure to fulfill his or her duties, after reasonable notice, by a majority vote of the Executive Board.

### **VIII. EXECUTIVE COMMITTEES**

#### A. General Powers

The Executive Committee shall manage the affairs, activities and operation of the organization. The Executive Committee shall transact necessary business during the intervals between the meetings of the membership and such other business may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of Standing and Special committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and in general, conduct the business and activities of the organization.

#### B. Membership

The membership of the Executive Committee shall consist of the President, Vice- President, Secretary, Treasurer, and the Campus Director. Such individuals shall be considered "Voting Members" for the purposes of this section. The President, Vice President Secretary and Treasurer shall be elected by majority vote of the Regular Membership. The Campus Director of

the school and the Chairperson of all Standing and Special Committees shall serve as ex-officio members.

C. Meetings

Regular Meetings of the Executive Committee shall be held each month beginning in August and ending in May. The date/time/location must be announced with no less than a two week notice by posting to the campus' PTO communication outlets. Special meetings may be called by the President or by a majority of the Executive Committee. Adequate notice of all meetings shall be given to all members of the Executive Committee and, in the absence of an emergency, at least 48 hours in advance. Notice of Special Meetings must be announced to the membership via regular communication outlets.

D. Quorum

A majority of the regular members of the Executive Committee shall constitute a quorum for the transaction of business.

**IX. STANDING AND SPECIAL Chairpersons**

A. Standing Nomination Chairperson

The Nomination Chairperson duties will begin with the incoming President. The committee shall carry out its responsibilities as specified in Section VI and below. This chair is responsible, receiving all nominations for persons to serve as officers, and running the election process.

B. Other Standing Chairperson

The President and/or Executive Committee may establish such other Standing Chairpersons or Committees, as it deems necessary and advisable. The President shall serve as the final approval of all Chairpersons or Committees recommended by the Regular Membership. The Chairperson of each committee has the ability to recruit members for his or her committee. The following committees shall be held by the organization: fundraising, hospitality, membership, communications, arts and entertainment, and box tops.

**X. FINANCES**

A. Fiscal Year

The fiscal year at UNIVERSITY ACADEMY AT TYLER PTO begins in June and completes in May of the following year.

B. Budget

The Executive Committee shall prepare a budget of anticipated revenue and expenses for the year. This budget shall be presented and approved by the Regular Membership at the first regular meeting. This budget shall be used to guide the activities of the PTO during the year. Any substantial deviation from the budget shall be approved by the Executive Committee to be disclosed and reviewed by the Regular Membership.

B. Obligations

Under no circumstances should the Executive Committee commit the charter to any contracts or grant obligations without the Superintendent's approval. Treasurer shall keep accurate records of any disbursements, income bank account, and tax information.

#### C. Purchasing

Purchase of goods must be with the approval of the Executive Committee and requires two signors, the President and the Treasurer, on all checks.

#### D. Accounts

The Treasurer shall deposit all funds of the organization in the UNIVERSITY ACADEMY AT TYLER PTO account within 24 hours, or the next business day, of receipt. If, for any reason, the deposit, is not made within 24 hours or next business day, the Treasurer must notify the Executive Committee. Persons responsible for handling funds must receive training by the Finance Manager in June to ensure all funds are handled and recorded appropriately. If it is the Treasurer's second term, no training is required. However, if a person who has previously served as Treasurer is serving again, they must meet with the Finance Manager for a brief training. The President, Vice-President, and Treasurer should be the only signors allowed on the bank account.

#### F. Cash Handling

Cash handling training is required by all Executive Committee member or others appointed by the Executive Committee.

#### G. Financial Reports

The Treasurer shall present a financial report at each Regular Meeting of the organization and shall prepare a final report at the close of the year (**due to the University Academy District Office on July 1**).

#### H. Dissolution

In the event the UNIVERSITY ACADEMY AT TYLER PTO dissolves, all remaining proceeds and assests are to be donated to the University of Texas Tyler University Academy as the monies were fundraised for that purpose. Upon completion of the final donation, the bank account for the organization will be closed out and a final financial report will be provided to the University of Texas Tyler University Academy District Office.

#### I. Ending Balance

The organization shall leave a minimum of 50% of the beginning balance at the end of the school year.

### **XI. AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the PTO Executive Committee at any properly called Regular or Special Meeting. Proposed amendments must first be provided to the Executive Committee for review. Proposed amendments should be presented to the Regular Membership and to the Superintendent 14 days in advance through school communication outlets of any vote before adoption is made at a Regular Meeting.

## **XII. AUTHORITY**

If any part of these Bylaws or following Amendments shall conflict with decisions, policies or procedures adopted by University of Texas Tyler University Academy, they shall be deemed null and void and the decision of the University of Texas Tyler University Academy Superintendent shall, in all cases, control.

## **XIII. CONFLICT OF INTEREST POLICY**

### **A. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director 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.

### **B. Definitions**

**i. Interested Person** Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

**ii. 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.

### **C. Procedures**

**i. 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 who are considering the proposed transaction or arrangement.



ii. 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 whether a conflict of interest exists.

iii. 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.

D. Violations of the Conflict of Interest Policy.

i. 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.

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

E Records of Proceedings

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

- i. 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.
- ii. 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.

#### F. Compensation

- i. 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.
- ii. 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.
- iii. 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.

#### G. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### H. Periodic Reviews

To ensure that 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:

- i. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- ii. 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 an excess benefit transaction.

I. Use of Outside Experts

When conducting the periodic reviews as provided for in the Annual Statements section, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

**XIV. Non-Discrimination Clause**

UNIVERSITY ACADEMY AT TYLER PTO will comply with applicable federal, state, and local civil rights laws and will not discriminate on the basis of race, color, national origin, age, disability, religion, ancestry, sexual orientations, gender identity, spousal affiliation or sex; in any of the organization's activities, memberships, sources of funds, or any function the organization can legally engage in and support.

**These Bylaws were adopted by the membership by a majority of the members of the PTO Executive Committee during a meeting properly called on \_\_\_\_\_.**

**Approved on the \_\_\_\_\_ day of \_\_\_\_\_ of 2020; by the following officers:**

\_\_\_\_\_  
President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Vice-President

\_\_\_\_\_  
Campus Director

\_\_\_\_\_  
Secretary