

XYZ SCHOOL PARENT ORGANIZATION, INC.
BYLAWS OF CORPORATION

ARTICLE I – NAME

- 1.1 Name.** The name of this corporation is XYZ SCHOOL PARENT ORGANIZATION, INC. ("Corporation").

ARTICLE II – PURPOSE

- 2.1 Purposes.** The Corporation is a nonprofit corporation organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

The purpose of this Corporation is to assist the directors of the XYZ School Parent Organization in providing financial support to XYZ School/student activity at XYZ School. It shall provide financial support to the school as deemed necessary by the PTO/booster club and provide assistance for student and staff activities.

ARTICLE III

- 3.1 Principal Office.** The place in this state where the principal office of the Corporation is to be located is the City of Houston, Harris County, Texas.
- 3.2 Registered Office and Registered Agent.** The name of the initial registered agent at the office is Mark White (School Principal). The street address of the Corporation's initial registered office is 4548 XYZ Street, Houston, Harris County, Texas.

The Corporation shall have and contiguously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

- 4.1 Administration.** The Purposes of the Corporation shall be carried out through conferences, committees and projects. The Corporation shall not seek to direct the administrative activities of the school or to control their policies.
- 4.2 Non-Commercial.** The Corporation shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of the Corporation or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Corporation.

ARTICLE V – MEMBERSHIP

- 5.1 Membership.** The Corporation will have no members. The Corporation may, nevertheless, use the term "Members" to designate those persons having such privileges and status as the Board of Directors may determine.

Membership becomes automatic upon payment of dues. The \$20 membership dues are payable at the beginning of each school year. However, to have voting rights in the Corporation, the parent must have a student that is currently active in the program. Anyone else may be a member, but only as a volunteer without voting rights.

ARTICLE VI

- 6.1 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

- 6.2 Number and Qualifications.** The Board of Directors shall consist of the individuals who hold the offices of President, Vice President, Treasurer and Secretary of the Corporation. The initial Members of the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joe Smith	President	222 Some Road, Houston, TX 77777
Jane Doe	Vice President	724 Aroad Avenue, Houston, TX 77777
John Black	Treasurer	345 Another Avenue, Houston, TX 77777
Mary Smithe	Secretary	889 Deadend Road, Houston, TX 77777

The number of directors may be increased or decreased by amending the Bylaws. The number of directors may not be decreased to fewer than three. Of the three, there must be a President, Treasurer, and Secretary, who cannot be the same person.

- 6.3 Duties.** The duties of the Board of Directors shall be to transact necessary business with integrity and in an ethical manner.
- 6.4 Meetings.** Regular meetings of the Corporation shall be held monthly in a designated location as deemed by the Board of Directors. Notices of such meetings shall be e-mailed or mailed to all members at their addresses as they appear in the membership roll book at least five (5) days before the scheduled date. Proxies are not allowed.
- 6.5 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 6.6 Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- 6.7 Resolutions.** No resolutions may be adopted except by the Board of Directors.

- 6.8 Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.
- 6.9 Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 6.10 Restrictions & Requirements.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may not take any action prohibited by the Texas Business Organizations Code.

ARTICLE VII – OFFICERS

- 7.1 Officers.** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Corporation must have a President, Treasurer, and Secretary. One person cannot serve in more than one position. No spouses or family members can hold the position of President and Treasurer at one time. Officers shall take office at the first regular meeting and serve for a term of one year or until their successors are installed. The term of office for the Treasurer should be limited to two (2) years. If a qualified, active PTO member does not volunteer to fill a Treasurer opening after the seated Treasurer has served two terms, the Corporation may vote to extend the position to a third term if the seated Treasurer can demonstrate completion of duties, including timely submission of all required information to the Principal/Sponsor, IRS and Texas Comptroller. All records and information shall be provided to the new officers at the beginning of their term.
- 7.2 Designation of Officers.** The officers of the Corporation shall be elected annually at the last regular meeting of the school year. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.
- 7.3 Vacancies.** Vacancies occurring during the term of office shall be filled by the Board of Directors.
- 7.4 Removal from Office.** If an officer is not fulfilling the duties or is violating school or PTO/Booster Club Policy, they may be removed from office. The Principal and/or the Board of Directors may approve the removal of an officer.

- 7.5 Compensation.** All officers are volunteers, and none are paid any compensation for services performed.

ARTICLE VIII – DUTIES OF OFFICERS

- 8.1 President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Corporation, the Board of Directors, and shall be ex-officio member of all committees. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 8.2 Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- 8.3 Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall present a statement of account at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a report at the Spring and Fall meetings. The Treasurer's books shall be subject to audit annually by a committee of three members appointed by the President at the spring meeting. The Treasurer's books shall be closed by July 31 of the fiscal year (end of the fiscal year).
- 8.4 Secretary.** The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE IX – COMMITTEES

- 9.1 Executive Committee.** The Executive Committee shall consist of the officers of the PTO/Booster Club. Its duties shall be to transact necessary business between club meetings and such other business as may be referred to it by the Corporation; to approve the plans of work of the standing committee chairpersons; and to present reports at the regular meetings. Special meetings of the Executive Committee may be called by the President or by a majority of the committee's members.
- 9.2 Standing Committees.** There shall be such standing committees created by the Executive Committee as may be required to promote the objectives and purposes of the Corporation. The chairpersons of the standing committees shall be appointed or selected by the newly elected Executive Board. Their term of office shall be for one year.

The PTO's/booster club's current standing committees are: fine arts, fundraising, webmaster, and field day.

ARTICLE X –FINANCIAL INFORMATION

- 10.1 **Budget.** A budget shall be prepared at the beginning of each fiscal year and approved at a general membership meeting. Any amendments to the budget shall be approved by the Board of Directors.
- 10.2 **Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes- or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Board President and Treasurer. The Corporation should have one back-up signer in the event one of the regular signers is not available.
- 10.3 **Deposits.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 10.4 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. All books and records must be provided to the succeeding members at the time of their election.
- 10.5 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June.
- 10.6 **Annual Returns.** The Corporation shall submit an annual return to the IRS (990, 990-N, 990-EZ.)
- 10.7 **Sales Tax Report.** The Corporation shall submit an annual sales tax report to the Texas Comptroller's Office.
- 10.8 **Financial Report.** The Corporation shall submit an Annual Financial Report to the Principal, the Sponsor, and to the Director of General Administration (Booster Clubs) or to the Principal and the Director for Community Engagement (PTOs) by September 15 of each year.
- 10.9 **Fundraising.** All fundraisers require the approval of the Principal/Sponsor. The Permission Request of the Fundraising Activity Report shall be submitted to the Principal or designee for approval prior to the event taking place.

ARTICLE XI – MISCELLANEOUS

- 11.1 **Conflict of Interest Policy.** The Board of Directors shall avoid any conflict between their personal interests and the interest of the Corporation. The Board of Directors shall avoid actual conflicts of interest and the appearance of conflicts of interest. The Board of Directors shall perform the day-to-day duties with integrity and in an ethical manner.
- 11.2 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into contract or execute and deliver any instrument in name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. All expenditures must be approved by the Board of Directors before they are made.
- 11.3 **Donations.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII – SPECIAL PROVISIONS

- 12.1 Funds.** At the close of the fiscal year, the Corporation shall remit \$2,500 for the succeeding PTO/Booster Club.

ARTICLE XIII – AMENDMENTS

- 13.1 Amendments.** These bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the members present and voting, following notices of the proposed amendment at a previous regular or special meeting of the Board of Directors.

ARTICLE XIV – RULES OF ORDER

- 14.1 Rules of Order.** Except as provided in these bylaws, the rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation's operation.

ADOPTION OF BYLAWS

The undersigned a majority of whom are citizens of the United States and over the age of 18; desiring to form a Non-Profit Corporation under the Texas Business Organizations Code, do hereby approve to adopt the above stated bylaws of XYZ School Parent Organization, Inc., this day and year shown below.

Dated: ____/____/____	_____
	Joe Smith, President
Dated: ____/____/____	_____
	Jane Doe, Vice President
Dated: ____/____/____	_____
	John Black, Treasurer
Dated: ____/____/____	_____
	Mary Smithe, Secretary