

BY-LAWS OF THE GARY L. HEROD PARENT-TEACHER ORGANIZATION

ARTICLE I: NAME

The name of this Organization shall be “The Gary L. Herod Parent-Teacher Organization,” but it may operate as and be known as the “Herod Parent-Teacher Organization.”

ARTICLE II: PURPOSES

The Objects of the Organization are:

1. To develop between educators and the general public such united efforts as will secure for all children the highest advantages in physical, mental, social and spiritual education.
2. To bring into closer relation the home and the school, that parents and teacher may cooperate intelligently in the education of children.
3. To make available tools and materials in order to facilitate learning by our children.

ARTICLE III: POLICIES

The following are basic policies of this Organization:

1. The Herod Parent-Teacher Organization is formed for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954. The Organization is operated solely for the benefit and in connection with Gary L. Herod Elementary School.
2. The Organization shall be noncommercial, nonsectarian, and nonpartisan.
3. The name of the Organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the Objects of the Organization.
4. The Organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
5. The Organization shall work with the schools to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the board of education.

6. The Organization may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Organization in such matters shall make no commitments that bind the Organization.
7. In the event of the dissolution of the Organization, its assets shall be turned over and paid to the Houston Independent School District. In the event that said District shall at that time not be an exempt organization, then such funds shall be paid over to an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as from time to time amended.

ARTICLE IV: MEMBERSHIP AND DUES

1. Any relative or legal guardian of a child attending Gary L. Herod Elementary School and any teacher or staff member at Herod School may become a Member of the Organization upon payment of annual dues.
2. Any legal entity may become a Partner of the Organization by sponsorship, donation, or in-kind gifts to the Organization. Organization Partners may participate in Organization events, but are not entitled to vote or serve as officers or members of the board.
3. The annual dues for membership shall be set by the Board.
4. Only Members of the Organization shall be eligible to vote in the general or board meetings, or to serve in any elective or appointive positions.

ARTICLE V: OFFICERS AND THEIR ELECTION

1. Officers and their election:
 - a. The officers of this Organization shall be: President, Executive Vice President, (3) Three Vice-Presidents, Treasurer, and Secretary. Each office shall be filled by the person elected.
 - b. Officers of the Organization shall be elected at the last general meeting of each school year.
 - c. Newly elected Officers shall begin transitioning to their official duties at the end of the annual meeting at which elected and shall serve for a term of one (1) year, or until their successors are elected. Officer terms shall coincide with the organization's fiscal year.
 - d. A person shall not be eligible to serve more than two consecutive years in the same office. One who has served more than one-half of a term shall be credited with having served that term

2. Nominating committee:
 - a. The Board shall appoint a Nominating Committee consisting of three (3) members that are presently on the Board and two (2) members that are not presently on the Board. The President shall appoint one of the five to serve as chairperson.
 - b. The Nominating Committee shall select at least one (1) nominee for each office to be filled and shall publish the names of the nominees at least one week prior to the election.
 - c. Following the report of the Nominating Committee, an opportunity shall be provided for nominations from the floor.
 - d. The Nominating Committee shall in consultation with the principal appoint at least three (3) but not more than a number, to be no greater than one (1) less than 1/3 (one-third) of the non-teacher members, teachers to serve on the Board.
 - e. The Nominating Committee shall seek chairpersons for existing standing committees subject to approval of the Board and continuation of the committee.

3. Vacancies and Removal from Office
 - a. A vacancy occurring in an office shall be filled for the remainder of the term by a vote of the remaining members of the Board provided that notice of such election be published at least one (1) week prior to the meeting at which the election is held.
 - b. Any officer resigning prior to the end of his or her term shall notify the President. A vacancy occurring in any office shall be filled for the unexpired term by a person nominated by the President and elected by a majority vote of the members of the Executive Board. If it is not possible to fill the vacated position, duties of the office will be delegated to remaining officers, as recommended by the President.
 - c. In case a vacancy occurs in the office of the President, the Executive Vice-President shall serve as President for the remainder of the term.
 - d. Any Officer or member of the Board may be removed by a simple majority vote of the Executive Board whenever, in its judgment, the best interests of the PTO are served. Reasons may include, but are not limited to, unethical behavior, failure to perform duties, or criminal misconduct.

ARTICLE VI: CONFLICTS OF INTEREST

1. Purpose of the Policy
 - a. 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 Corporation 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. 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.
2. Procedures
 - a. Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest.
 - b. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the remaining board or committee members shall decide if a conflict of interest exists.
 3. Compensation
 - a. A voting member of any committee whose jurisdiction includes compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VII: DUTIES OF OFFICERS

1. The President shall preside at all meeting of the Organization and the Board and be an ex-officio member of all committees except the Nominating Committee; and shall perform such other duties as may be prescribed in these By-laws or which may be assigned him or her by the Organization.
2. The Executive Vice President shall act for the President in the President's absence and perform such other duties as may be assigned by the President; shall work with the Vice-Presidents; and shall be charged with obtaining new members.
3. The Second Vice-President (VP of Fundraising) shall be charged with the supervision of all Fund Raising Projects. He/She shall work with the President and shall perform the duties of the President in the absence of both the President and Executive Vice-President.
4. The Treasurer shall receive all monies of the Organization and keep accurate record of such receipts and disbursements. The Treasurer shall present a report of the financial condition of the Organization at every general meeting and a final report at the last meeting of the school year. The Treasurer shall follow the budget procedures set forth in the By-laws. The Board shall appoint a committee of three members or employ a Certified Public Accountant to audit the account of the Treasurer following the annual report at the end of the school year. The signed audit report shall be attached to the annual report. The Treasurer shall ensure that all State and

Federal financial or tax filings are completed and filed in an accurate and timely manner.

5. The Secretary shall keep the minutes of all meetings of the Organization and of the Board of Directors and perform such other duties as may be assigned.

ARTICLE VIII: GENERAL MEETINGS

1. There shall be a general meeting of this Organization at least two (2) times in each school year. The dates of the meetings shall be determined and published by the Board.
2. Special meetings of the members may be called by the Board provided that five (5) days notice be given. General meetings will be held from September through April of the school year.
3. Ten members of the Organization shall constitute a quorum at general meetings.

ARTICLE IX: BOARD OF DIRECTORS

1. The Board of Directors, hereinafter call the Board, shall consist of the officers of the Organization, the chairpersons of standing committees, and the principal of the school or a representative appointed by her, the teacher representatives, and past presidents. Each individual may cast one (1) vote, regardless of how many positions he/she holds. A standing Committee may have co-chairmen.
2. The duties of the Board shall be: (a) to transact necessary business in the intervals between general meetings of the Organization and such other business as may be referred to it by the Organization; (b) to create or disband committees and to approve the plans of work of the committees; (c) to present a report at the general meetings of the Organization; and (d) any other duties provided in these By-laws.
3. Regular meetings of the Board shall be held during the year, the time to be fixed by the Board at its first meeting of the year. Special meetings of the Board may be called by the President or by a majority of the members of the Board. The Board shall have a minimum of seven (7) meetings per year.
4. Three Members of Executive Board shall constitute a quorum. Once a quorum is declared present at any meeting, a quorum shall be considered present until the meeting is adjourned.
5. Motions will carry when two-thirds (2/3) vote of the members present approve.

ARTICLE X: EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, Executive Vice-President, First Vice Presidents, Second Vice President, Treasurer, Secretary, and the Principal or a designated representative.
2. The Executive Committee shall meet prior to the regular meeting of the Board in order to set the agenda.

ARTICLE XI: STANDING AND SPECIAL COMMITTEES

1. The Board may create such standing committees as it may deem necessary to promote the Purposes and carry on the work of the Organization. The term of each chairperson shall be one (1) year.
2. No committee work shall be undertaken without the consent of the Board.
3. The President may appoint special committees to carry out specific projects. Special Committees will cease to exist when their particular task is complete, or on the last day of the school year.
4. Each committee chairperson shall keep a record of his duties and activities and give a report of such at each regular meeting of the Board and shall be responsible for delivering such record to his successor.

ARTICLE XII: BUDGET AND FINANCE COMMITTEE

1. The PTO Budget Planning Committee shall consist of the outgoing President of the Organization, the President, Executive Vice-President, Second Vice President and Treasurer of the organization. The President may appoint additional members to serve on this committee.
2. The PTO budget Planning Committee shall meet to prepare the Budget. Two budgets will be prepared. First, an Interim budget will be drafted prior to the last General Meeting of the year to cover financial transactions during the summer. Second, a Budget for the entire fiscal year shall be drafted in the Fall of each school year and presented for approval at the first PTO General Meeting.
3. The PTO Budget Planning Committee shall present the proposed Budget to the Board for approval. After approval by the Board the proposed budget will then be posted and made available at least seven (7) days prior to the date of the General Meeting of the Organization. Upon approval by the general membership, the Budget shall be published and made available.

4. Upon approval of the Budget, the PTO Board shall be charged with assisting the Treasurer and Committee Chairs in tracking income and expenditures.
5. The PTO Budget Planning Committee shall be charged with making a recommendation to the Board for all revenues in excess of the Budget, or for any Budget revenues not allocated to a specific expenditure, or for any unused expense allocations at the end of the school year. The PTO Budget Planning Committee shall solicit the suggestions of the School Finance Committee and parents in preparation of the recommendation to the Board. The recommendation of the PTO Budget Planning Committee shall be presented and voted on at the last Board meeting of the school year.
6. The Board shall authorize the Treasurer to pay all bills incurred up to the amount approved for that category of expenditure in the Budget. The Treasurer must have approval of the Board to make payments for expenses exceeding the budget amount by \$200 or 20%, whichever is less. The Board shall keep the overall Budget in balance as was approved by the Organization.
7. All PTO checks must be signed by two of the following officers: Treasurer, President or Executive Vice President. An officer may not sign a check on which the officer is listed as payee.
8. Electronic payment of expenses will not be permitted, except for internal transfers (intra-bank) between PTO Accounts.
9. At the end of each school year, the Board shall leave a minimum checking account balance of \$2000.00 or 5% of the total net income as reflected on the June 30 closing statement (whichever is greater). This amount will be designated "carryover" and left in the treasury to cover initial PTO operating expenses in the following school year.

ARTICLE XIII: AMENDMENTS

These By-laws may be amended:

1. At any Board meeting, at which a minimum quorum of 50% of the Board is present, by a two-thirds (2/3) vote of the members present, provided written notice of the proposed amendment shall have been given to the members at least seven (7) days prior to the date of the meeting.
2. At any regular meeting of the organization by a two-thirds (2/3) vote of the members present, provided written notice of the proposed amendment shall have been given to the members at least ten (10) days prior to the date of the meeting.

AMENDMENT 1

Should a candidate for President request it, the Organization may create and fill an additional office of Executive Vice President. The candidate for President is responsible for nominating an individual to fill this position. The election of this officer will proceed as prescribed elsewhere in these By-Laws. The duties of this officer shall be the same as the duties of the President. If this office is created and filled, the Executive Vice President shall be above the First Vice President, and will run any meetings in the absence of the President. The Executive Vice President shall also be able to sign checks under Article XI, Section 8 of these By-Laws.

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