

PROPOSED

**First Colony Middle School
Parents Active with School (PAWS)/Parent Teacher
Organization (PTO) BY-LAWS**

ARTICLE I. NAME

The name of this organization is First Colony Middle School Parents Active With School/Parent Teacher Organization (*PAWS/PTO*). The organization is located at First Colony Middle School, PO BOX 16063, Sugar Land, Texas 77479.

ARTICLE II. PURPOSE

The *PAWS/PTO* has been established to promote the welfare and educational, vocational, and character development of students who attend First Colony Middle School by developing and maintaining a forum that promotes a positive learning environment through the involvement of parents, campus staff, and citizens within the community.

ARTICLE III. POLICIES

In order to accomplish the foregoing purpose, the *PAWS/PTO* is empowered to solicit and accept membership dues and voluntary contributions, receive and distribute funds, and to hold property in furtherance of its objectives. No part of the income or assets of the *PAWS/PTO* shall benefit any member, or other individual or entity.

The *PAWS/PTO* is organized and shall operate exclusively for the 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 organization shall be the carrying on of propaganda, influencing legislation, or participation in political campaigns for public office. The *PAWS/PTO* shall not engage, participate, nor intervene in any activity or transaction, which would result in the loss of its status as a tax-exempt entity.

The *PAWS/PTO* shall cooperate with the school to support the improvement of education in ways that will not interfere with the administration of the school, and shall not seek to control the administrative policies of the school.

ARTICLE IV. MEMBERSHIP

ELIGIBILITY. Any school staff or faculty member and any parent, grandparent, guardian or other adult standing in loco parentis for a student at the school may upon payment of annual dues become a member of the *PAWS/PTO*. Membership shall be available without regard to race, creed, religion or national origin.

ANNUAL DUES. The annual dues for the members shall be determined by the Board of Directors at its sole discretion. The *PAWS/PTO* shall conduct an annual enrollment of members, but may admit persons to membership at any time.

MEMBERSHIP. Membership is defined as members in good standing of the *PAWS/PTO* and shall be

eligible to participate in its business meetings or to serve in any of its elected or appointed positions. Any member has the privilege of making motions, voting, holding office or serving on committees. The Secretary shall maintain a list of the current members of the *PAWS/PTO*.

ARTICLE V. MEETINGS OF THE GENERAL MEMBERSHIP

GENERAL MEETINGS. There shall be at least one regular meeting of the *PAWS/PTO* during the school year. The date of the meeting shall be determined by the Board of Directors with the approval of the principal in order to avoid conflicts with holidays or other school events. At least seven (7) days' notice of a meeting date shall be given to the Membership.

ELECTION MEETING. The Election Meeting shall be held for the purpose of electing Executive Officers of the *PAWS/PTO* and for the transaction of any other business properly brought before the meeting.

SPECIAL MEETINGS. Special meetings may be called by the President at the request of a majority of the Board of Directors, or at the request of five percent (5%) of the membership. Three (3) days' notice shall be required for any Special meeting.

MEETING NOTICE. Notice for all meetings shall indicate the time, date, and place of the meeting. The meeting shall be called by means of posting notice, physically or electronically.

QUORUM AND MANNER OF VOTING. The attendance of 5% of the voting members of the *PAWS/PTO* shall constitute a quorum at any meeting of the membership. Any item of business included in the agenda and properly brought before the meeting may be transacted and voted on during such a meeting. 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 in these By-laws, by a majority of the voting members present at a meeting provided a quorum is established and maintained throughout the meeting.

ELECTRONIC MEETINGS: General and Special meetings of the membership may also be held through electronic media (e-mail, internet, or callout). An electronic meeting may not be used in place of a Special Meeting, if that Special Meeting was requested by 5% of the Membership. Detailed information about the business to be transacted and the deadline for voting must be presented to the membership. The Parliamentarian will record electronic responses by members to motions presented by the Board of Directors. The results of any vote will be communicated to the membership and recorded in the minutes of the next Executive Board Meeting and then communicated to the General Membership.

ARTICLE VI. BOARD OF DIRECTORS

DUTIES. The property, affairs and business of the *PAWS/PTO* shall be managed by its Board of Directors who shall set and determine the by-laws and policies of the *PAWS/PTO*. The Board of Directors shall meet regularly to adopt and monitor the annual budget, disburse funds, approve plans and programs to raise funds, and perform all other duties as may be necessary or desirable to carry out the stated purposes of the *PAWS/PTO*. Such meetings will be open to all *PAWS/PTO* members.

COMPOSITION. The Board of Directors shall consist of the Executive Officers and the Standing Officers of the *PAWS/PTO*. The Principal of the School shall serve as an ex officio member of the Board. The Principal shall provide input from the faculty and advise the Executive Board of special needs of the students and campus, but will not be a voting Board member.

STANDING RULES. All of the Board of Directors shall:

- Maintain a notebook with information pertinent to the office and deliver to their successors this notebook and any other pertinent materials within 15 days following the date upon which their successors assume their duties.
- Make their best efforts to attend all regular and special meetings of the Executive Board and the PTO.
- Perform the duties in these bylaws and those assigned from time to time.
- Assume their official duties July 1, after the election, and serve for a term of one year ending the following June 30.
- The Executive Officers cannot serve more than two consecutive terms in the same position. Standing Officers (committee chairs) are exempt from this rule, and may serve multiple terms.

REGULAR MEETINGS. There shall be at least nine (9) meetings during the academic school year. The dates of the meetings shall be set at the beginning of the school year and communicated to the Membership through the campus website and e-mail.

SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by the President or by the Secretary upon the request of any three (3) Board of Directors, 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. Special Meetings of the Board of Directors may also be held electronically provided detailed information about the business to be transacted and the deadline for voting, is communicated to the Board of Directors. The Parliamentarian will record electronic responses by Board members. The results of any vote will be communicated to the Board of Directors and noted in the minutes of the next regular meeting.

QUORUM AND MANNER OF VOTING. The presence of more than one-half (1/2) of the filled Board of Directors positions shall constitute a quorum at any Regular or Special Meeting. All motions voted upon at any meeting 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. Any Standing Officer (committee chair) can delegate their vote to anyone who is on that Officer's committee. In the event of a tie in voting, the President shall cast the tie-breaking vote. The President does not cast a vote unless necessary to break a tie.

REMOVAL FROM OFFICE. A Board of Director who, without cause, fails to attend three (3) consecutive Regular Meetings may be removed by the majority of the vote. A Board of Director may otherwise be removed from office by a two-thirds (2/3) vote of the Board of Directors. Two (2) weeks prior to taking such action, the President or the Secretary shall provide notice to the Board of Director being considered for removal notice. A Board member removed from office may appeal the decision of the Board to PAWS/PTO membership, beyond which there shall be no appeal.

VACANCIES. The Board of Directors may fill vacancies in its own membership. A Board of Director may resign at any time upon written notice to the Board. The remaining members serving on the Board, even if less than a quorum, may, by a majority vote, appoint a successor, selected from among the members of the PAWS/PTO, to serve the unexpired term of a Board member who resigned, is unable to serve, or is removed.

ARTICLE VII. NOMINATION OF EXECUTIVE OFFICERS

NOMINATING COMMITTEE. During February of each year, the Board of Directors shall request

members to serve on the Nominating Committee. Nominations for the Nominating Committee shall be actively solicited from the Board of Directors and the full membership. Nominations for election to the committee shall be accepted from the membership, provided the nominee has personally or in writing, consented to stand for election to the committee. The Nominating Committee members shall be elected by the Board of Directors in March. The Nominating Committee shall consist of the Parliamentarian, and four (4) to ten (10) members of the *PAWS/PTO*. The number of members on the Nominating Committee is determined at the discretion of the Board of Directors. The Parliamentarian shall serve as the chair of the Nominating Committee.

PROPOSED SLATE. The Nominating Committee shall announce its proposed slate of Executive Officers at the Election meeting, if possible, and in any event shall post its proposed slate at least seven (7) days prior to the Election meeting. Posting may be achieved through the campus website or email. If an office requires two persons, two names shall be submitted. The Nominating Committee shall accept nominations for each office from the membership during the Election Meeting following the report of proposed slate. All nominees shall personally consent to stand for election after their names are placed the proposed slate.

GOVERNANCE. The Nominating Committee is a standing committee of the *PAWS/PTO*, not the Board of Directors; therefore, it is not governed by Articles VI, VIII or IX of these By-laws.

TERM OF OFFICE. Newly elected Executive Officers shall assume their duties on July 1st.

ARTICLE VIII. EXECUTIVE OFFICERS

TITLES AND TERMS OF OFFICE. The Executive Officers of the *PAWS/PTO* shall consist of the President, Vice President, Treasurer, Secretary, and Parliamentarian. All Executive Officers shall serve a term of office for at least one (1) academic year, not to exceed two years.

DUTIES. The duties of the Executive Officers are as follows:

PRESIDENT. The President shall preside at all meetings of the Members and the Board; be an ex-officio member without vote of all committees except the Nominating Committee; appoint with the advice and consent of the Board, the Chairpersons of any special committee; have supervision of and general executive and administrative powers relating to the *PAWS/PTO* subject to the control of the Board; and implement the general directives, plans, and policies formulated by the Board.

VICE PRESIDENT. The Vice President shall have such powers and responsibilities as may be determined by the Board or the President. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President.

TREASURER. The Treasurer shall have custody of the funds; keep full and accurate accounts of receipts and disbursements; deposit all funds; and present an accurate account of all transactions and a report on the financial condition of the *PAWS/PTO* at each and every scheduled Board Meeting. If the Treasurer is unable to attend a scheduled Board Meeting, then the Treasurer can appoint a Board member to present the Treasurer's prepared report at the designated meeting. The Treasurer shall prepare the financial books for the audit and shall prepare an annual budget. The Treasurer maintains permanent records relating to 501(c)(3) determination, limited sales tax exemption, and receipts of donations. The treasurer shall prepare and submit all required financially related reports to federal, state, and district officials.

SECRETARY. The Secretary shall attend all meetings of the Membership and the Board of Directors and record the minutes of those proceedings; maintain a list of the Board of Directors; maintain the By-laws

and amendments; have custody of all books and records pertaining to the business of the organization except those of the Treasurer; conduct the correspondence of the organization; and perform other duties that may be assigned by the President.

PARLIAMENTARIAN. The Parliamentarian advises the Board of Directors on questions of parliamentary procedure; records the history of the organization; serves as chair of the Nomination Committee, and reviews by-laws every two years. The parliamentarian is not a voting Board Member.

ARTICLE IX. STANDING OFFICERS

STANDING OFFICERS. The Standing Officers of the *PAWS/PTO* shall be responsible for developing programs in support of the stated purposes of the *PAWS/PTO*. They shall consist of the Chairs of the Standing Committees of the *PAWS/PTO*. The Coordinators of School District programs such as the Volunteers in Public School (VIPS) program, Career Day chairperson, and Shared Dreams coordinator shall also serve as Standing Officers with full voting rights.

APPOINTMENT. Standing Officers are appointed by the Executive Officers, with the consent of the Board of Directors, and may serve in their position for multiple terms.

VOTING. Each Standing Officer shall have one vote on the Board of Directors. If a committee is co-chaired, the vote may not be split.

COMMITTEES. The Standing Committees and District Program Positions of the Board of Directors of the FCMS *PAWS/PTO* are listed in a policy document developed by the Board of Directors. The Board can amend the number and type of Standing Committees by a majority vote. The job descriptions of the Standing Committees are also listed in the policy document and can be amended as needed by the Board of Directors.

ARTICLE X. AD HOC COMMITTEES

DESCRIPTION. Ad Hoc Committees are committees created with approval of the Board of Directors when new projects are instituted or needs are identified. These committees are not permanent and may be increased or decreased on an annual basis. Ad Hoc Committee Chairs are considered non-voting members of the Board.

ARTICLE XI. SUNSHINE FUND

DESCRIPTION FUND. The Sunshine Fund of FCMS recognizes the birth, marriage, and death of employees as well as their immediate families. Immediate family is defined as parents, spouse, and children. The Sunshine Fund also recognizes the death of a student, as well as their immediate family. Immediate family is defined as being parents and siblings (special consideration will be given to a guardian or special circumstances). *PAWS/PTO* will donate money to purchase a book for the school collection in honor or memory of the family member.

ARTICLE XII. FINANCE

FISCAL YEAR. The Fiscal Year shall begin on July 1st and end on June 30th.

CHECKS AND DRAFTS. Checks and drafts, or other orders for the payment of money, issued in the name of this *PAWS/PTO* shall be signed by two (2) Executive Officers of the *PAWS/PTO* and approved in advance of issuance by the Standing Officer of the committee. If a Standing Officer spends more than their budget allotment without approval from the Executive Board, the Standing Officer (committee chair) may be responsible for paying the overage.

In addition, requests for reimbursements should be submitted for reimbursement within two weeks of the date of the expense. All deposits and reimbursements should be submitted to the Treasurer before the end of the School Year.

LOST/STOLEN CHECKS. Stop payments fees for lost or stolen checks may be required at the discretion of the Board of Directors.

LIMITS. Any single receipt/expenditure of \$250 or more must be made payable to the vendor. Multiple receipts from more than one vendor that total \$250 or more shall be issued in the name of the person requesting reimbursement.

AUDIT. An audit of the books and records of the *PAWS/PTO* will be conducted and completed each year by an audit committee of at least two (2) current members selected by the Executive Officers. At least one (1) current member should be from the membership and not have significant participation in the Board's activities or meetings.

SAFE. Only the Board Officers on the Executive Officers (President, Vice-President, Secretary, Treasurer and Parliamentarian) will be given the access code to the *PAWS/PTO* Safe located on campus. Knowledge of the code to the safe is to be held solely by the Executive Officers for security purposes. If access to the safe is needed by another Board member for monetary activities on campus, one of the Executive Officers should be notified in advance so that they can be present to open the safe. The code to the safe is to be changed at the end of each fiscal year by the returning or incoming Board President and the code relayed to the returning or new Executive Officers.

ARTICLE XIII. PARLIAMENTARY PROCEDURES

RULES OF ORDER. The book *Robert's Rules of Order* shall be used to govern the procedures followed during all meetings of the *PAWS/PTO*. The Parliamentarian will be responsible for retaining a copy of the book.

ARTICLE XIV. AMENDMENTS

These by-laws may be amended at any General Meeting. The attendance of 5% of the members of the *PAWS/PTO* shall constitute a quorum at any meeting of the membership, provided that the proposed amendment is also approved by the majority of the Board of Directors and that proper notice of the proposed amendment(s) has been given via the campus website or email.

ARTICLE XV. DISSOLUTION

DISPOSITION OF ASSETS. In the event of dissolution of the *PAWS/PTO*, all outstanding bills shall be paid and all remaining property and assets of the *PAWS/PTO* shall be distributed to the School or, if such disposition is not possible, to one or more PTOs which is qualified as a tax exempt organization under

Section 501(c)(3) of the Internal Revenue Code and which is selected by the Board. In no event shall the remaining property and assets of the *PAWS/PTO* be distributed to any member or other individual entity.

These Revised By-laws were approved and adopted by the majority vote of *PAWS/PTO* members via an electronic vote, per PTO regulations, closed on the ____th day of _____, 2017.

Pam Carroll, President

ATTEST:

Erika Bernhard, Secretary

Carrie Fraley, Parliamentarian

PTO Bylaws:

Adopted February 8, 1994
Revised September 2, 2010
Revised _____, 2017