

MITCHELL PTO - BYLAWS -

ARTICLE I – Name, Articles of Organization and Purposes

Section 1 – Name

The name of this organization is the Mitchell PTO (“Mitchell PTO”) located in The Woodlands, Texas.

Section 2 – Articles of Organization

The articles of organization of Mitchell PTO include (a) the bylaws of the organization and (b) the articles of incorporation of the organization.

Section 3 – Purposes

Mitchell PTO is organized exclusively for the charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The specific purposes of Mitchell PTO are:

- a. to promote the welfare of the students at George P Mitchell Intermediate School (“Mitchell”);
- b. to foster cooperation between parents, guardians and teachers in the education of students at Mitchell;
and
- c. to unite parent/guardian, teacher, school and community efforts in securing educational and recreational benefits for all students of Mitchell as determined by the Mitchell PTO in accordance with these bylaws.

ARTICLE II – General Membership

Section 1 – Membership

Membership in Mitchell PTO shall be available to parents, guardians and grandparents of Mitchell students, the faculty and staff of Mitchell and other interested parties, without discrimination, who support the purposes of the Mitchell PTO. Corporations, businesses or other organizations are not eligible for Mitchell PTO membership. The membership year follows the organization’s fiscal year from June 1st to May 31st.

Section 2 – Enrollment

Mitchell PTO shall conduct an annual enrollment of members but persons may be admitted to membership at any time during the current membership year. Annual membership runs from June 1st to May 31st of the following year.

Section 3 – Dues

The annual dues of Mitchell PTO shall be established by the Executive Board at the same time that the next year’s budget is being determined. The dues shall entitle one member representative from each registered family to one vote at general membership meetings. Subsequent annual dues shall be determined on an annual basis by the Board for that term. Members must have paid his or her annual dues to be considered a member with voting rights.

ARTICLE III – General Membership Meetings

Section 1 - Meetings

This organization shall hold a minimum of two (2) general membership meetings per year. These meetings shall be held one in the fall and the one in the spring with the time, date and locations of all meetings established by the Executive Board and reported at the first Board of Directors (Board) meeting of the year. Five (5) days notice shall be given if a change in date, time or location is required. The spring meeting shall be for the election of officers and approval of the next year's budget. The members present and voting at a general PTO meeting shall constitute a quorum.

Section 2 – Special Meetings

Special meetings of the Mitchell PTO may be called by the President or by a majority of the Executive Board, at least three (3) days notice having been given.

Section 3 – Quorum

Voting members in attendance shall constitute a quorum for the transaction of business in any general meeting of this organization.

Section 4 – Voting

Anyone is eligible to attend general meetings, however, only Mitchell PTO members may vote.

ARTICLE IV – Executive Board

Section 1 - Positions

The executive board of the Mitchell PTO shall be comprised of the following officers: President, 1st Vice President Membership, 2nd Vice President Fundraising, 3rd Vice President Communications, 4th Vice President Services, Secretary, Treasurer, and Parliamentarian (collectively Executive Board). A President-Elect is also an officer when the Board deems the position necessary. All Executive Board positions are elected positions except for the Parliamentarian who shall be appointed by the President after the spring election and approved of by the Executive Board prior to the first Board meeting of the new school year. There shall be only one person per Executive Board office position and no one person shall hold two Executive Board officer positions.

Section 2 – Eligibility

Individuals must be members of the Mitchell PTO in order to be eligible to hold an Executive Board office position.

Section 3 – Election

All Executive Board officers except the Parliamentarian shall be elected by ballot in the spring by the members of the Mitchell PTO. The newly elected President will appoint the Parliamentarian. However, if there is but one (1) nominee for an office, election for that office shall be by voice vote. Officers shall serve a term of one (1) year, or until their successor is elected, with the term being the same as that of Mitchell PTO's fiscal year. No officer shall serve in the same office for more than three (3) consecutive terms. One who has served more than one-half of a term shall be credited with having served that term.

Section 4 – Meetings

Regular and special meetings by the Executive Board are not required for the purposes of conducting business for Mitchell PTO. However, such meetings may be called by the President or by a majority of the Executive Board, with at least three (3) days notice having been given.

Section 5 – Duties

The duties of the Executive Board shall be to:

- a. create standing and special committees;
- b. fill vacancies of officers and chairpersons;
- c. verify and sign check requests from the Treasurer as needed;
- d. work with the entire Board to prepare and submit a budget for the year to the organization for adoption; and
- e. approve routine expenses within the limits of the budget.

Section 6 – Vacancies

A vacancy occurring in any elected office shall be filled for the balance of the term by a person elected by a majority vote of the Board of Directors (Board), at least three (3) days notice of such election having been given. In case a vacancy occurs in the office of the President, and in the event there is no President-Elect, the 1st Vice President-Membership shall assume the office of President for the remainder of the term.

Section 7 – Removal

An Executive Board officer may be removed from office by two-thirds (2/3) vote of the Executive Board for failure to perform duties, criminal misconduct or unethical behavior. An officer who misses three (3) consecutive meetings may be considered for removal from office.

ARTICLE V – Executive Board Member Duties

Section 1 - President

The President shall:

- a. coordinate the work of the officers and committees of the organization in order that the Purposes of this organization may be promoted;
- b. preside at all meetings of the organization, unless designated to another Mitchell PTO officer on occasion;
- c. confirm that a quorum is present before conducting any business at any meeting of this organization;
- d. appoint the Parliamentarian after the spring election and subject to the approval of the newly elected Executive Board prior to the first Board meeting of the new school year;
- e. appoint chair people of standing and special committees subject to approval of the Executive Board and announce those appointments at the first Board meeting of the school year;
- f. be authorized on bank accounts and to sign checks;
- g. send names and contact information of the Executive Board and chair people to Conroe Independent School District (CISD) by September 1;
- h. appoint the review committee subject to the approval of the Board;
- i. serve as an ex-officio member of all committees except the nominating and review committees;
- j. along with the Principal, set the meeting calendar for the year;
- k. send notices of meetings to members;
- l. interface with the Principal, Teachers and Administration of Mitchell as necessary;
- m. approve contracts, purchases and invoices over \$1000; and
- n. sign contracts, purchases and invoices over \$5000 after approval by the Board.

Section 2 –1st Vice President - Membership

The Vice President - Membership shall:

- a. in the absence of a President Elect, substitute for and perform all duties in the absence of the president;
- b. be an aide to the President;

- c. conduct the annual membership campaign and maintain a current list of the membership;
- d. ensure all members of the Board are Mitchell PTO members;
- e. conduct the Friends of Mitchell campaign,
- f. oversee and assist as needed, the chairperson of all committees engaged in membership activities;
- g. report to the Board all membership committee activities;
- h. obtain Board approval for all significant decisions made by any membership committees; and
- i. be authorized on bank accounts and to sign checks.

Section 3 – 2nd Vice President – Fundraising

The Vice President - Fundraising shall:

- a. oversee and assist as needed, the chairperson of all committees engaged in fundraising activities for the Mitchell PTO, including participating in at least one main fundraiser for the entire school community;
- b. report to the Board all fundraising committee activities
- c. obtain Board approval for all significant decisions made by any fundraising committees ; and
- d. be authorized on bank accounts and to sign checks.

Section 4 – 3rd Vice President – Communications

The Vice President – Communications shall:

- a. oversee and assist as needed, the chairperson of all committees associated with communication activities; and
- b. report to the Board all communications committee activities;
- c. obtain Board approval for all significant decisions made by any communications committees; and
- d. be authorized on bank accounts and to sign checks.

Section 5 – 4th Vice President – Services

The Vice President – Services shall:

- a. oversee and assist as needed, the chairperson of all committees engaged in service activities
- b. report to the Board all service committee activities;
- c. obtain Board approval for all significant decisions made by any service committees; and
- d. be authorized on bank accounts and to sign checks.

Section 6 – Secretary

The Secretary shall:

- a. record the minutes of all meetings of Mitchell PTO;
- b. keep an accurate record of attendance and minutes at Executive Board and Board meetings;
- c. present minutes for every Board and general meeting for approval by vote;
- d. maintain a current list of officers and committee chair people;
- e. be responsible for official voting ballots;
- f. maintain a current copy of the bylaws and a membership list;
- g. be authorized on bank accounts and to sign checks.

Section 7 – Treasurer

The Treasurer shall:

- a. have custody of all the funds of the organization;
- b. keep records of account for all revenues and expenditures including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for seven (7) years;
- c. maintain an accurate and current record thereof that is readily available for the review process;
- d. make disbursements in accordance with the budget adopted by the organization;
- e. be authorized on bank accounts but NOT to sign checks;

- f. present a financial report, both written and verbal, at every meeting and as requested by the Executive Board or voting body;
- g. annually distribute, collect and maintain original signed copies of "Money Handling Procedures" documents from all officers and committee chairs;
- h. make an annual report at the final Board meeting of the school year;
- i. present books to the review committee as requested;
- j. file tax forms with local, state and federal authorities as required; and
- k. file annual review and tax forms with the CISD internal Auditor by September 1 of each year.
- l. not be a full or part-time employee of CISD

Section 8 – Parliamentarian

The Parliamentarian shall:

- a. enforce the provisions of the bylaws and review with all board members, maintaining a master list with initials indicating a clear understanding of responsibility;
- b. advise the presiding officer on questions of parliamentary procedure;
- c. chair any bylaw revision committees;
- d. chair or designate a chair for the nominating committee;
- e. oversee the publicizing of the nomination form to all current and in-coming families;
- f. oversee the receipt of nominations;
- g. be authorized on bank accounts and to sign checks;
- h. oversee all ballot voting; and
- i. vote only when the vote is by ballot or at Executive Board meetings.

Section 9 – President-Elect

The President-Elect shall:

- a. support the work of the President in a learning capacity; and
- b. assume the duties of the President if necessary and called upon to do so.

ARTICLE VI – Standing and Special Committees

Section 1 - Types

Standing committee chairs, in addition to the Executive Board, constitute the Mitchell PTO Board of Directors. The Executive Board may create such standing and special committees, as it may deem necessary to promote the purposes and carry on the work of the organization.

Section 2 – Eligibility

Individuals must be members of Mitchell PTO in order to be eligible to hold a committee position.

Section 3 – Appointment

The President, prior to the first Board meeting of the school year, shall appoint standing Committee Chairpersons. Special Committee Chairpersons shall be appointed, as needed, by the President and approved by the Executive Board. All Committee Chairpersons shall serve a term of (1) year, or until their successor is elected, with the term being the same as that of the Mitchell PTO's fiscal year. No chairperson shall serve in the same office for more than three (3) consecutive terms or until a successor is appointed. One who has served more than one-half of a term shall be credited with having served that term. The President shall be a member ex-officio of all committees except the nominating and review committees.

Section 4 – Duties

All Committee Chairs shall:

- a. maintain and keep current a committee binder with all information as outlined in the “Mitchell PTO Committee Binder Requirements” document;
- b. complete the “Committee Action Plan” document and submit it to the Executive Board no later than the second Board meeting of the year;
- c. provide committee reports at Board meetings;
- d. oversee their committee's budget and encourage prompt deposits and reimbursements from the committee members;
- e. submit a proposed budget to the Treasurer and the Board by the spring Board meeting for inclusion and consideration in the entire Mitchell PTO Budget for the following year;
- f. approve routine bills within the limits of the budget;
- g. review and sign the Money Handling Procedures document indicating your understanding of the process, before the second meeting of the year and adhere to those policies;
- h. get approval for contracts, purchases and invoices over \$1000 from the President or the President’s designee;
- i. get Board approval, and the President’s signature, for any contracts, purchases or invoices over \$5000; and
- j. deliver to their successors or the President their Committee binder within fifteen (15) days of leaving their position or following the date at which their successor assumes their duties.

Section 5 – Vacancies

A vacancy occurring of any Committee Chairperson shall be filled for the balance of the term by a person appointed by the President and approved by a majority vote of the Board. In case a vacancy occurs in the office of the President, and in the event there is no President-Elect, the 1st Vice President-Membership shall assume the office of President for the remainder of the term.

Section 6 – Removal

A Chairperson may be removed by two-thirds (2/3) vote of the Executive Board for failure to perform duties, criminal misconduct or unethical behavior. Any chairperson who misses three (3) consecutive meetings may be considered for removal from that position. Committees with co-chairs are both considered in attendance as long as one of the chairs is in attendance.

ARTICLE VII – Nominating Committee

Section 1 – Membership

There shall be a nominating committee formed in January of each year. This nominating committee shall be voted on and approved by the Board. It shall be composed of four (4) members and one alternate. One of the members will be the current Parliamentarian who shall act as head of this committee (unless he/she designates a chair). No one who intends to be nominated for an Executive Board position shall be a member of this committee. Current Executive Board Officers who are not seeking re-election to the Executive Board may serve on this committee. If someone on the Nominating Committee does decide to be a candidate for an Executive Board position then he/she shall be replaced on the Nominating Committee. Neither the President nor school Principal shall serve on this committee.

Section 2 – Duties

The nominating committee shall nominate an eligible person for each Executive Board office position to be filled excluding the Parliamentarian who will be appointed by the President. Only those persons who have indicated their consent to serve if elected shall be nominated for or elected to such office. The nominating committee shall report at the Board meeting prior to the spring general meeting the proposed slate of executive officers. Upon approval of this slate by the Board, the nominations shall be publicized to the general membership at least seven (7) days before the spring general membership meeting. This slate of nominees will then be voted upon by the general membership at the spring meeting.

ARTICLE VIII – Review Committee

A review committee consisting of not less than three (3) members, who are not authorized signers, shall be appointed by the President subject to the approval of the Executive Board. This committee will conduct a year-end review of Mitchell PTO's financial records. A report shall be created with the results and findings of the review and shall be adopted by the organization. An annual review will be sent to the school principal and CISD Internal Auditor by September 1 of each year by the Treasurer.

ARTICLE IX – Board of Directors

Section 1 – Members

The members of the Board shall consist of:

- a. the Executive Board officers; and
- b. chairpersons of Standing and Special Committees.

Section 2 – Duties

- a. convene monthly to report and communicate on all current activities of the Mitchell PTO;
- b. determine, with the Principal, the needs of the school, the students and the faculty and to look for ways to improve campus learning and enhancement;
- c. prepare an annual budget to be voted upon and approved by the general membership in the spring of each year; and
- d. provide approval, via majority vote, for any contracts, purchases and invoices over \$5000.

Section 3 – Meetings

Regular monthly meetings by the Board will be held with the time, date and locations to be established by the President and reported prior to the first Board meeting of the year ensuring one shall be held within one month prior to each general membership meeting. Five (5) days notice shall be given if a change in date, time or location is required.

Section 4 – Special Meetings

Special meetings of the Board may be called by the President or by a majority of the Executive Board, at least three (3) days notice having been given.

Section 5 – Quorum

One-fourth (1/4) of Board members shall constitute a quorum for the transaction of business in any Board meeting of this organization. Quorum is established with those in attendance.

Section 6 – Voting

Voting shall be carried out by voice, ballot, or electronic communications. E-voting shall be considered valid via e-mail only. No vote shall be held via any form of social media or texting.

ARTICLE X – Financial Policies

Section 1 – Fiscal Year

The fiscal year for Mitchell PTO shall begin June 1 and end May 31 of the following year.

Section 2 – Budget

The annual budget for the following fiscal year for the Mitchell PTO shall be prepared and submitted by the Treasurer to the general membership at the general membership meeting in the spring. All Board members will

communicate their budgetary needs prior to the spring Board meeting to the Treasurer. The Treasurer will submit this budget for approval at the spring Board meeting and final approval shall come from the general membership by voice vote at the general membership meeting in spring of each year.

Section 2 – Banking

All funds shall be kept in a checking account in the name of Mitchell PTO requiring two signatures of the Executive Board and held at a local financial institution. All signatures of check signers for the next school year should be on file with the bank prior to the current year end. All checks will require two (2) authorized signatures of which does NOT include the Treasurer nor any employee either part-time or full-time of CISD. Bank statements should be received by the President or President-Elect for review before the account is reconciled.

Section 3 – Reporting

All financial activity shall be recorded in a computer-based accounting system and ensure proper back-up. The Treasurer shall reconcile the account(s) monthly and report all financial activity at monthly Mitchell PTO meetings. The Mitchell PTO shall submit the annual audit report to the general membership, filed by the annual review committee, at the fall general membership meeting. This audit report will also be submitted to the Principal and CISD Internal Auditor by September 1 of each year.

Section 4 – Ending Balance

The organization shall leave a minimum of \$10,000 in the treasury at the end of each fiscal year in order to adequately begin the following year's work.

Section 5 – Insurance

Mitchell PTO shall carry Commercial General Liability Insurance.

Section 6 – Contracts

Approval to enter into contracts, make purchase, or pay invoices over \$1000 is limited to the President or the President's designee. Any contract, purchase or payment of invoices over \$5000 requires the approval of the Board, by majority vote, and the signature of the President.

Section 7 – Dissolution

In the event of dissolution of Mitchell PTO, its assets shall be distributed to Mitchell.

ARTICLE XI – Policies

The following are basic policies of Mitchell PTO:

- a. The organization shall be noncommercial, nonsectarian and nonpartisan.
- b. The organization shall be a local self-governing unit.
- c. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, board or other private persons except where the organization 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 I hereof.
- d. Notwithstanding any other provision of these articles, the Mitchell shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- e. The name of Mitchell PTO 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 the promotion of the objective of this organization.
- f. Mitchell PTO shall not participate in any way, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for public office or any political party or ideology.
- g. Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they do not conflict with these bylaws.
- h. Board members will refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Mitchell PTO. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Board member competes or appears to compete with the interests of the Mitchell PTO. If any such conflict of interest arises the interested person shall call it to the attention of the Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. The Mitchell PTO shall follow state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE XII – Amendment of Bylaws

Section 1 – Proposal and Notice

Any amendments to these bylaws shall be proposed in writing either printed or via email at a general membership meeting or thirty (30) days prior to the general membership meeting at which the amendment is voted on such that notice of the proposed amendment shall be given to all Mitchell PTO members. The date, time and location of the meeting in which the proposed amendments will be voted on must also be given to all Mitchell PTO members either printed or via email thirty (30) days prior to the meeting.

Section 2 – Voting

These bylaws may be amended at any general membership meeting of the organization, by two-thirds (2/3) vote of the members present and voting.

Section 3 – Adoption

After adoption by a two-thirds (2/3) vote at a general membership meeting of the organization, a revision of the bylaws or any amendments shall go into effect and a copy sent to CISD.

Section 4 – Bylaw Revision

A committee may be appointed by a majority vote of the members at a general membership meeting or by two-thirds (2/3) vote of the Board to prepare and submit to the Mitchell PTO a revised set of bylaws to substitute in its entirety the existing bylaws. Adoption of the revised bylaws shall be in accordance with the other provisions of this article. A copy of the amended bylaws should be submitted to the school principal and the CISD Internal Auditor.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of Mitchell PTO, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this 1 day of February, 2017.

Lynne Hermer
Signature
PTO President
Title