

Woodrow Wilson Parent Teacher Organization (PTO) Bylaws

Restatement and amendments approved March 8, 2007

Article I: Organization

Section 1.01 Name. The name of the organization is Woodrow Wilson Parent Teacher Organization (also referred to as Wilson PTO)

Section 1.02 Location. The location of Wilson PTO's business shall be the facilities of Woodrow Wilson Elementary School (also referred to as Wilson) with the current address 2100 Yupon Street, Houston, TX 77006 within Houston Independent School District (also known as HISD).

Section 1.03 Purpose. Wilson PTO is a voluntary association of parents, guardians, caregivers, local community members, staff and teachers who support the students enrolled at Wilson. The main function of the Wilson PTO shall be to raise funds and organize volunteers to:

- (a) Support Wilson activities and projects,
- (b) Support a safe and productive learning environment for all students,
- (c) Support Wilson staff in providing the most appropriate learning experience for all students, and
- (d) Support parent/guardian, school staff and community involvement in Wilson.

Section 1.04 Basic Policies.

- (a) The Wilson PTO is organized for purely public charitable purposes within the meaning of applicable provisions of the United States Internal Revenue Code, and the exclusive charitable purposes are to function as an agency of, and provide assistance to, the operation of Woodrow Wilson Elementary (School), a part of the Houston Independent School District (HISD), in reasonable form or manner so long as such assistance is in compliance with all applicable School and HISD requirements, and to take such steps as are reasonable and appropriate to provide such assistance.
- (b) Wilson PTO is a non-profit corporation, without capital stock, organized for charitable and educational purposes solely, and no part of its property shall ever inure to the benefit of any director, officer, or employer of Wilson PTO, or of any individual having a personal or private interest in the activities of the Wilson PTO, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any funds from the Wilson PTO except for expenses incurred, and/or reasonable compensation for properly authorized services rendered, in carrying out the Wilson PTO's stated purposes. No substantial part of the activities of the PTO shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Wilson PTO shall observe a racially neutral non-discriminatory policy in all of its activities.
- (c) The Wilson PTO may cooperate with other organizations and agencies active

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in supporting students at Wilson. Wilson PTO representatives make no commitments that bind the group they represent without the approval of the PTO membership or the Executive Board.

- (d) Wilson PTO shall be non-commercial, non-sectarian and non-partisan. It shall not endorse any commercial enterprises or candidate. The name of the Wilson PTO and the names of any members in their official capacities shall not be used in any connections with a commercial concern or with any partisan interest, or for any other purpose than the regular work of the Wilson PTO.
- (e) In the event of the dissolution of the Wilson PTO when it has the ownership of, or is entitled to ownership of, any funds or property of any kind, such funds or property or rights thereto shall not be transferred to private ownership, but shall be charged with a charitable public trust for the benefit of the School to use for such public purposes.

Article II. Parliamentary Authority

Section 2.01 Robert's Rules of Order Newly Revised shall govern Wilson PTO in all cases to which they are applicable and not in conflict with the bylaws of the Wilson PTO. These rules shall be in effect for all meetings of the Wilson PTO Board and membership including face-to-face, electronic (e-mail/internet-based), teleconferencing and video conferencing formats.

Article III. Members

Section 3.01 Membership. The Wilson PTO shall have Members pursuant to the Texas Non-Profit Corporation Law-and these Bylaws. The membership shall be open to: (a) any parent, legal guardian, or immediate family of a child currently enrolled in Wilson, (b) the teachers, administrators, and other employees of the Wilson, and (c) the immediate past President of Wilson PTO, and (d) interested community members (commercial and non-commercial). Individual parents/guardian/caregivers of students attending Wilson from a single household may hold separate memberships.

Section 3.02 Enrollment. Membership is on an annual basis. An annual enrollment campaign shall be conducted during each school year. Eligible persons may become members at any time by submitting the appropriate application and contact information to the Wilson PTO Executive Board. The recode of date to determine the voting membership will be October 1.

Section 3.03 Dues. Annual dues will be set by the Wilson PTO Executive Board. Potential Wilson PTO members may choose to make additional membership

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donations at the time of application if they wish.

Section 3.04 Voting. Only Members of record of the Wilson PTO shall be eligible to vote at its meetings, or to serve in any of its elective or appointed positions on the Executive Board. Each Member shall have one vote in any matters for which the Members shall have the right to vote. Unless otherwise provided herein, a majority vote of Members constituting a quorum shall be sufficient to approve matters at Member meetings. Voting may occur at general meetings, special meetings, by ballot and by proxy. Electronic format may be utilized with appropriate security measures (e.g. password protected access for each voting member). The PTO Board will make diligent effort to communicate the intended process to the membership not later than the 10th day and not earlier than the 60th day prior to the date of the vote. The PTO Board Secretary will maintain a list of voting members of record for all membership and special meetings.

Section 3.05 Quorum. A quorum for regular and specially called membership meetings shall constitute at least three (3) members of the Wilson PTO Executive Board and ten (10) additional members in good standing of the Wilson PTO Membership.

Section 3.06 General Meetings. It is contemplated that there will be at least four (4) general meetings of the Members each year, provided that the Executive Board may use reasonable discretion to determine that there shall be more or less than four (4) meetings in any school year. It is also contemplated that, unless otherwise determined by the Executive Board based on reasonable judgment, there shall be a regular meeting in the spring of each year to elect new officers and Board members and to approve the following year's Wilson PTO budget.

Section 3.07 Notice of General Member Meetings. Notice of General Member meetings shall be given in writing stating the time, place and purpose of the meeting. The Wilson PTO Executive Board shall make every attempt to provide written copy of this notice to every student at school to take home in advance of the stated meeting. Additionally, the Executive Board shall make every attempt to post a notice of the General Member meetings, with the date and time, in publicly visible locations around Wilson, on the Wilson marquee and on the Wilson website. When possible, notification may be provided via HISD's phone messaging system and a membership e-mail list.

Section 3.08 Special Meetings. Special Meetings of Members may be called by the President or the School Principal or any five (5) Board members acting together for any purpose, by giving written notice of the time, place and purpose of the meeting no later than the not later than the 10th day and not earlier than the 60th day before the date of the meeting by sending such written notice home with each student, by e-mailing notice or by mailing such notice to Members.

Section 3.09 Location of all Meetings. Member meetings shall be held at the School, or any other location as the Executive Board determines is reasonable.

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Section 3.10 Meeting Results. Wilson PTO Board shall make every attempt to provide notice of relevant and time sensitive information discussed at the general meetings available to the membership within a reasonable time.

Article IV. Executive Board

Section 4.01 Executive Board Officers. There shall be an Executive Board each year which shall consist of the President, Past President, President Elect, Secretary, Treasurer, Chair and/or Co-Chair of VIPS/Membership, one (1) Friends of Montessori Representative, two (2) Teacher Representatives, one (1) administrative representative and four (4) general board members. The President shall be in charge of the Executive Board and coordinate its activities. The general duties of the Executive Board are set forth below. The members shall serve voluntarily and receive no compensation for their services.

- (a) **President.** The President shall preside at all meetings of the Board and the Executive Board and shall be the chief executive officer of the Wilson PTO, and subject to the control of the Board, shall have general charge and supervision of the management of the affairs and business of the Wilson PTO. The President shall see that all orders and resolutions of the Board are carried into effect and shall sign and execute legal documents and instruments in the name of the Wilson PTO and shall perform such other duties as may be assigned to the President from time to time by the Board. The President shall submit to the Board plans and suggestions for the work for the Wilson PTO and shall present recommendations to the Board for decisions. The President shall report on the activities and business affairs of the Wilson PTO when called upon to do so by the Board and shall serve as liaison between the Administration and Executive Board.
- (b) **Past President.** The Past President shall advise the Board and shall serve as Parliamentarian for the Executive Board.
- (c) **President Elect.** The President Elect shall assist the President in the performance of the President's duties as may be requested by the President and perform the President's duties in case of the absence or disability of the President.
- (d) **Secretary.** The Secretary shall be responsible for the archived records (including maintenance of the membership roll) and correspondence of the Wilson PTO under the direction of the President. The Secretary shall attend all meetings and shall prepare accurate minutes of all such meetings. The Secretary shall make electronic copy of the minutes available to the Board and for posting on the Wilson PTO website. The Secretary shall submit electronic and

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written copies of the minutes of each Board meeting prior to the next Board meeting for review and comment by the Board members, and, if necessary, make appropriate revisions. The Secretary shall be responsible for maintaining the Wilson PTO membership roles in electronic and hardcopy format.

- (e) **VP of Communication.** The VP of Communication shall chair the Communications Committee. The VP of Communications may appoint committee members as needed with PTO Board approval. This committee will be responsible for:
- Communicating to the membership via mail, e-mail, telephone, hardcopy memo sent home with students (including copying and distributing), etc.
 - Communicating PTO activities to Wilson administration and staff
 - Publishing, copying and distributing a membership/school directory
 - Publishing, copying and distributing Wilson PTO newsletters as needed
 - Submitting information to be published to Wilson and/or PTO websites
- (f) **Treasurer/ Budget Committee of the Board.** The Treasurer shall keep account of all monies, credits and property of the Wilson PTO, and keep an accurate account of all monies received and paid. Except as otherwise ordered by the Board, the Treasurer shall have custody of all the funds and securities of the Wilson PTO and shall deposit them into such banks or depositories as the Board shall approve.
- i. The Treasurer shall be responsible for keeping proper books of accounting showing at all times the amount of the funds and other property belonging to the Wilson PTO, which shall be open for inspection and copying at any time to any member of the PTO. The Treasurer shall, under the direction of the Board, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Wilson PTO.
 - ii. Beginning with the 2007-2008 school year, the Treasurer shall make the appropriate filings with the U.S. Internal Revenue Service to secure and maintain the status of being a Section 501(c)(3) organization exempt from federal income taxes. The Treasurer shall also file the appropriate papers with the Comptroller or other appropriate offices of the State of Texas to secure appropriate exemptions from corporate franchise taxes and from Texas sales and use taxes.
 - iii. The Treasurer and the President are the only PTO Board members that may sign checks. HISD employees may not sign checks for the Wilson PTO.

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- (g) **VP of Budget/Finance.** The VP of Budget/Finance shall serve as the Budget/Finance Committee Chair.
- i. The Budget/Finance Committee shall consist of at least the Wilson PTO President, Secretary and one teacher representative. The Budget/Finance Chair may appoint additional committee members from the Board or Membership as deemed necessary by the PTO Board. The Budget/Finance committee will be responsible for drafting and submitting a budget to the membership. Subsequent amendments to the budget will also be the responsibility of this committee and require Board approval.
 - ii. It is the responsibility of the Budget/Finance Committee, with approval from the Executive Board, to develop and maintain procedures for capital budget funding and to prepare proposals and timelines, as appropriate, for annual capital expenditures.
 - iii. It is the responsibility of the Budget/Finance committee to propose and organize fundraising activities to the PTO Board for approval.
 - iv. The Budget/Finance Chair(s) shall also submit reports to the Board of the accounts and financial condition of the Wilson PTO as may be requested by the President. Additionally, the Chair shall be responsible for chairing the Budget Committee and coordinating the entire budget process.
- (h) **VIPS Chair(s).** The VIPS Chair(s) shall coordinate registration and approval of all volunteers with HISD and Wilson Elementary School's administration. The VIPS Chairs are also responsible for any volunteer appreciation events that the Board determines appropriate.
- (i) **Administrative and Staff Representatives.** The Principal or his/her designee shall communicate and coordinate with the Wilson PTO members and the Board on all Wilson PTO matters as necessary and appropriate to enable the Wilson PTO to perform its activities in accordance with Wilson and HISD requirements. As early as the Spring PTO Board Elections, and no later than the start of each school year, the Principal shall appoint or allow the staff to elect at least two (2) staff representatives to serve on the PTO Board. Additional staff may be requested to serve on PTO committees.
- (j) **Friends of Montessori- Wilson Representative.** The Wilson PTO sister organization, Friends of Montessori- Wilson, shall appoint a representative to communicate and coordinate with the Wilson PTO Board so that the needs of the Wilson learning community can be met effectively and efficiently.
- (k) **Four (4) General Board Members.** The General Board Members shall chair or serve on committees as assigned and assume any other responsibilities delegated by the executive board.

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Section 4.02 Office Terms. Officers shall assume their official duties at the close of the last general meeting of the school year and shall serve for the term of one (1) year or until their successors are elected. The President Elect-President-Past President cycle shall be limited to one 3-year term. The Secretary, Treasurer, and the Chair of Volunteers in Public Schools (VIPS) shall not be eligible to serve more than two (2) consecutive years. General Board members, teacher representatives and administrative representatives may serve unlimited terms.

Section 4.03 Board Activities. The Executive Board shall conduct the business of the Board and the Wilson PTO between Board meetings as is reasonable and appropriate, and the Board may otherwise delegate specific authority and responsibility to the Executive Board to carry out activities and functions of the Wilson PTO. Executive Board Members are expected to attend and participate in all Board meetings.

Section 4.04 Vacancies. Whenever an Executive Board Member vacancy shall occur during the term (except the Teacher and Administrative Representatives), such vacancy shall be filled, if necessary, by the Board by the election of a new Executive Board Member.

Section 4.05 Removal. All Executive Board Members (except the Administrative Representative) shall hold their respective offices at the pleasure of the Board, and may be removed from office or discharged at any time for cause by a majority vote of members of the Board.

Section 4.06 Other Board Positions. Each year, the Wilson PTO may determine that there are special projects, committees or Board positions that should exist. The Chair(s) shall be elected for each project or committee, as provided in these Bylaws. The Chairs are delegated the authority and responsibility to see that the functions of their project or committee are organized and performed, and they shall report directly to the Executive Committee. The Chairs are authorized to organize other volunteers to assist them in carrying out their project or committee's functions, and may determine how many volunteers are needed, and who they are. The Chairs shall keep files reflecting their work, contacts, and expenditures. In May of each year, the retiring Chair(s) shall deliver their files to the respective Chair for the next year if appropriate. The following are standing committees:

- Fund Raising
- Campus Environment (Safety and Beautification)
- Teacher Appreciation
- After School Program

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Article V. Election Process

Section 5.01 Nominating Committee. There shall be a Nominating Committee of the Wilson PTO elected each year by a majority vote of the Wilson PTO Executive Board by its March meeting. One of the elected members shall be elected by the Committee as the chair of the Nominating Committee. This Committee shall recommend a slate of nominees for the Executive Board, Committee Chairs, and any other Board positions elected by the Wilson PTO members to be considered for approval by the Board at a spring meeting and to be elected by the Members. Elections may occur by proxy/ballot outside of a Membership meeting or may occur in person at a membership meeting. Installation of new officers will occur at the May General Meeting of the Members. The Nominating Committee shall follow these procedures for selecting the slate of nominees:

- (a) Send a notice to all members informing them of the Committee's work to nominate Board members.
- (b) Furnish a form which may be used by each member to state their desire to serve in a Board position and to recommend other members for the various Board positions. Any member in good standing may be nominated for office.
- (c) The forms shall identify the Board positions, include a brief summary of the function of each position, and have a blank for each position for a name to be inserted by the member. The form should explain the election process and notify the Membership they may provide input to the committee.
- (d) If necessary, the Nominating Committee shall interview the nominees for various Board positions in order to determine who the Committee recommends for the slate of nominees. The Nominating Committee shall verify all nominees' willingness to run and accept the responsibilities of office.
- (e) Provide the Wilson PTO Board with a final slate of nominees.
- (f) Notify nominees of their acceptance to run for office.

The nominating committee will prepare ballots for the election and select a means for electing officers at either 1.) a spring General meeting, or 2.) by proxy/ballot. This process will be communicated to the Membership via written notice not later than the 10th day and not earlier than the 60th day before the date of the election. If there are nominees running unopposed, the Wilson PTO Executive Board may appoint those persons to the appropriate office prior to the membership vote. In the event of a closed election, the PTO Executive Board and/or the nomination committee will be responsible for tabulating the votes.

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Article VI. Amendments to Bylaws

Section 6.01 A committee may be appointed to submit revisions to bylaws only by a majority vote of the Wilson PTO membership or a majority vote of the Wilson PTO Executive Board. The committee will then propose amendments to the PTO Board for discussion/approval. Final proposed amendments will be brought by the Board to the membership.

Section 6.02 These bylaws may be amended at any regular meeting of the Wilson PTO membership by a majority vote of the members present and voting, provided written notices of the proposed amendment shall be given to the membership at least one (1) week prior to the vote.

Section 6.03 These Bylaws may be amended by the Board at any meeting of the Board by the affirmative vote of a majority of the total Board members, however, any such amendments may be modified or repealed, or the Bylaws may be otherwise amended, by the majority vote of the PTO members at a meeting duly called and held for such purposes.

Article VII. Miscellaneous

Section 7.01 Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Wilson PTO and such authority may be general or confined to specific instances.

Section 7.02 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Wilson PTO Board or any committee may be taken without a meeting if a written consent setting forth the action so taken is signed by all the Board members, or committee members, as the case may be, and such action shall have the same force and effect as if it were approved by a unanimous vote at a meeting thereof, duly and regularly called. This action may be handled via electronic communication (e-mail/internet).

Addendum for 2007-2008 Elections Only

For the elections for 2007-2008 that will occur in Spring 2007, the following offices will be on the ballot:

- President Elect
- President
- Secretary
- VP of Communications
- Treasurer

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- VP of Budget/Finance
- VIPS Chair
- 4 General Board Member positions
- (Administrative and teacher representatives are appointed by Administration)
- (One Friends of Montessori-Wilson representative appointed by Friends of Montessori)

If the current President chooses to run for President in 2007-2008 and wins, she would serve only one year as President, not as President Elect thus honoring the three year President Elect-President-Past President cycle term limit in the new bylaws *and* the 2 Presidential year term limit in the old bylaws. If the current President does not run for President, or runs and is not elected, she would serve as past president for 2007-2008. If she is elected President, there will be no Past President for 2007-2008. The elected President for 2007-2008 will serve as Past President for 2008-2009. This will allow any interested parties to run for President in the 2007-2008 transition year intended to establish a President Elect position. This will allow for the election of a President Elect to serve as President for 2008-2009. This addendum will be removed from the bylaws in 2007-2008.