

## **THOMAS ALBERT SINCLAIR ELEMENTARY PTO BYLAWS**

### **Article I – Name**

The name of the organization shall be the Thomas Albert Sinclair Elementary PTO, Inc (“Sinclair Elementary PTO”).

### **Article II – Purpose**

The corporation is organized for the purpose of supporting the education of children at Sinclair Elementary by fostering relationships among the school, parents, and teachers through volunteer and financial support.

### **Article III – Members**

**Section 1.** Membership in the Sinclair Elementary PTO is on an annual basis and shall be open, without discrimination, to anyone who believes in and supports the Purpose of the organization. All members shall have voting rights of any business carried out in General Meetings.

**Section 2.** Dues, if any, will be established by the Executive Board.

### **Article IV – Officers and Elections**

**Section 1.** Officers. The officers shall be a president, vice president, secretary, treasurer, assistant treasurer and parliamentarian.

- a. **President.** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served. The president shall appoint a parliamentarian, subject to the approval of the officers.
- b. **Vice President – Internal.** The vice president internal, shall be the first vice president and shall assist the president and carry out the president’s duties in his or her absence or inability to serve.
- c. **Vice President – External.** The vice president, external shall oversee external affairs of the organization and work closely with committees that focus on programs and activities related to outside organizations and community partners. The vice president external shall be the second vice president. The vice president external shall assist the president and shall carry out the president duties in the absence or inability to serve by both president and first vice president.
- d. **Secretary.** The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
- e. **Treasurer.** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approved budget.. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year. The treasurer also ensures required tax filings are completed annually.
- f. **Assistant Treasurer:** This person is the main back to the treasurer and helps to ensure checks and balances are kept. The assistant treasurer should be prepared to cover meetings when the treasurer is absent. This is a yearly role and it is assumed this person would move into the role of treasurer the following year.
- g. **Parliamentarian:** The parliamentarian shall be appointed by the President, subject to approval by the Officers. The parliamentarian shall study these Bylaws and Robert’s New Rules. The parliamentarian shall advise the presiding officer of parliamentary procedure when asked; and vote only when the vote is by ballot.

**Section 2. Nominations and Elections.** Elections will be held at the annual meeting. A nominating committee will be formed by the Nominations Committee chair. The nominating committee shall select a candidate for each elected office (with the exception of the parliamentarian) and present the slate at least one week prior to the election meeting. At the election meeting, nominations may also be made from the floor. Voting shall be by voice

vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

**Section 3. Eligibility.** Individuals are eligible to serve as officers if they are members of the Sinclair Elementary PTO and are a parent or guardian of a current Sinclair Elementary School student, a faculty member or staff member. Exceptions may be recommended by the nominating committee and approved by a 2/3 vote of the Executive Board. Faculty and staff members must comply with HISD policies.

**Section 4. Terms of Office.** Officers are elected for one year and may serve no more than two consecutive terms in the same office. One who has served more than one-half of a term shall be credited with having served that term. Each person elected shall hold only one office at a time. Officers shall assume their official duties on July 1 and hold office through the following June 30.

**Section 5. Vacancies.** If there is a vacancy in an office the executive board will elect a person to fill the position for the unexpired term by a majority vote. If there is a vacancy in the office of president, the internal vice president will serve as president for the remainder of the term.

**Section 6. Removal From Office.** By two-thirds vote of the executive board an officer or chairperson shall be removed from office for failure to perform duties, missing three consecutive meetings, criminal misconduct or unethical behavior in PTO business. At least 24 hours written notice of the executive board meeting where the vote will take place is required.

## **Article V – General Meetings**

**Section 1. Regular Meetings.** There shall be a minimum of four regular meetings per year at a time and place determined by the executive board and one of these meetings should be an Annual Meeting. The secretary will notify the members of the meetings electronically, using the designated school wide communication platform, at least one week prior to the meeting.

Section 2. Annual Meeting. The annual meeting will be held during the fourth quarter of the school year. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

**Section 3. Special Meetings.** Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent electronically to the members at least 10 days prior to the meeting using the designated school wide communication platform.

**Section 4. Quorum.** The quorum for transacting business in general meetings shall be 10 members of the organization.

## **Article VI – Executive Board**

**Section 1. Membership.** The Executive Board shall consist of the Officers, Principal, Chairperson from each Standing Committee, and a faculty representative. The faculty representative shall be chosen by the Sinclair Elementary School faculty.

**Section 2. Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, approve the plan of work for each officer and committee chairperson, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, prepare reports and recommendations to the membership, and fill vacancies of officers and chairpersons.

**Section 3. Meetings.** Regular meetings shall be held monthly, date and time to be determined by the Executive Board. Special meetings may be called by any two Executive Board members, with 24 hours written notice.

**Section 4. Quorum.** In order to conduct business as an Executive Board, including to approve items, vote, or take other action, a Quorum must be established. For the purposes of these by-laws, a minimum of 10 executive board members present, in person or by proxy, constitutes a Quorum of the Executive Board.

**Section 5. Voting.** If a quorum is present and a vote is taken, the affirmative vote of a majority of executive board

members present is the act of the executive board unless the bylaws require the vote of a greater number of executive board members. The President shall vote only in case of a tie. The Parliamentarian shall not vote, unless it is by ballot. In an emergency situation, the executive board may vote by phone, email, or other electronic means if authorized by the president. Members shall have at least twenty-four hours to cast their votes. For an emergency vote, a simple majority vote of the entire executive board is required for adoption, and the vote shall be recorded in the minutes of the next regular meeting of the executive board.

**Section 6. Term of Office.** Any executive board member whose term is not otherwise specified in these bylaws shall serve a term of one year, beginning on July 1, and hold office through the following June 30.

### **Article VII – Committees**

**Section 1. Membership and Chairpersons.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees. A Committee Chairperson shall be appointed by the Executive Board at the last Executive Board meeting of the school year, and shall serve a term of one year, beginning on July 1, and hold office through the following June 30. Each Committee Chair may appoint Vice Chairs as needed to serve alongside the Committee Chairperson. A Committee Chair may appoint a committee member to attend Executive Board Meetings in their absence, and that designated member may vote as proxy.

**Section 2. Standing Committees.** The standing committees held by the organization include all standing committees identified in the Standing Rules.

**Section 3. Additional Committees.** The Executive Board may appoint additional committees as needed. Ad hoc committees are identified in the Standing Rules.

### **Article VIII – Finances**

**Section 1.** A tentative budget shall be drafted and presented at a general meeting in the fall for each school year and approved by a majority vote of the members present.

**Section 2.** The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** The Executive Board shall approve all non budgeted expenses of the organization and any modifications to the budget.

**Section 4.** Authorized signers on the bank account shall be the President and Treasurer. If any of these officers is unable to serve as an authorized signer due to HISD policy, the Executive Board shall appoint a substitute to serve in this capacity.

**Section 5.** The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the audit committee. In addition, the Treasurer shall ensure the annual required tax filings are completed.

**Section 6.** The audit committee shall consist of a minimum of three members, one Executive Board member and two members at large, and shall meet twice a year to review the financial report and records. The first review shall occur midway through the fiscal year, and the second review shall occur at the conclusion of the fiscal year. Any positions who sign on the account cannot serve on the committee, but shall be available to answer questions that may arise. The committee shall report its findings to the Executive Board; the President shall take any appropriate action and report the findings to the members at the next regular meeting.

**Section 7.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

**Section 8.** The fiscal year shall begin on July 1 and end on the following June 30.

### **Article IX – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with the organization's bylaws and any standing rules of order the PTO may adopt.

## **Article X – Standing Rules**

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.

## **Article XI – Dissolution**

The organization may be dissolved at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, current school-wide communication platform, email, or in a flyer sent home with the students at least 10 days prior to the meeting. A two-thirds vote of those present at the meeting (assuming a Quorum) is required for dissolution.

## **Article XII – Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the Secretary. Notice may be given by current school wide communication platform, e-mail, or in a flyer sent home with the students at least 10 days prior to the meeting. A two-thirds vote of those present at the meeting (assuming a Quorum) is required to amend these bylaws.

## **Article XIII – Conflict of Interest Policy**

**Section 1. Purpose.** 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 organization 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.

### **Section 2. Definitions.**

- a. **Interested Person.** Any Officer, Executive Board Member, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
  - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, 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.

### **Section 3. 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 and be given the opportunity to disclose all material facts to the Executive Board and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing board or committee

- meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflict of Interest Policy.**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements.** Each officer, Executive Board member, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understood the policy;

- c. Has agreed to comply with the policy; and
- d. Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews.** To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, and arrangements with organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Executive board of its responsibility for ensuring that periodic reviews are conducted.

**Adopted: July 1, 2016**

**Amended: August 30, 2016;**

**February 25, 2021;**

**May 19, 2022**