

# **BYLAWS OF THE LAKE TRAVIS MIDDLE SCHOOL PARENT TEACHER ORGANIZATION**

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## **ARTICLE I: Name**

The name of this Organization shall be the Lake Travis Middle School Parent Teacher Organization (LTMS PTO).

## **ARTICLE II: Article of Organization**

This Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE III: Purpose**

The purpose of this Organization shall be to enrich the education of the students of Lake Travis Middle School by supporting the School with the resources of its members including volunteer and financial support while fostering positive and effective relationships between the School staff, teachers, and parents. In pursuance of this purpose, the Organization may engage in any or all lawful purposes.

## **ARTICLE IV: Basic Policies**

Section 1. The Organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The Organization shall work with the School to provide quality education for all students 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 boards of education, state education authorities, and local education authorities.

Section 3. The name of the Organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Purpose of the Organization.

Section 4. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its members, officers, directors, trustees, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the Purpose of the Organization.

Section 5. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by: an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986; an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986; or any corresponding provision of any future United States Internal Revenue Law.

Section 6. The Organization shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. This includes but is not limited to the publishing or distributing of statements.

Section 7. The Organization shall not devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

## **ARTICLE V: Membership and Dues**

Section 1. Eligibility. Membership in this Organization shall be open to:

- a. any parent, guardian, or adult relative who has a child enrolled in the School;
- b. any parent, guardian, or adult relative who reasonably expects to have a child enrolled in the School within six months;
- c. any administration, staff or faculty member of the School;
- d. any member of the community with a supporting interest in the Purpose of the Organization.

Section 2. Membership in this Organization shall be made available without regard to race, color, creed, sex, religion, or national origin under such rules and regulations as may be prescribed in the bylaws of this Organization to any individual who meets the criteria in Article V, Section 1 and who subscribes to the Purpose and Basic Policies of the Organization.

Section 3. Enrollment.

- a. This Organization shall conduct an annual enrollment of members, but may admit persons to membership at any time.
- b. Term of annual membership may begin as early as July 1 and shall end on June 30.

Section 4. Dues.

- a. Each member of this Organization shall pay annual dues.
- b. The Executive Board shall determine the annual dues amount in May for the following year according to the needs of the Organization.
- c. No eligible individual or family shall be denied membership due to financial hardship. Families or individuals facing such hardship may contact the school principal and / or counselor who shall then communicate to the Executive Board a recommendation to or not to waive dues.

Section 5. Holding office, being appointed, making motions, and voting shall be limited to members of the organization whose annual dues have been paid, waived, or whose membership has otherwise been accepted.

## **ARTICLE VI: Meetings of the Membership**

### **Section 1.** Regular meetings.

- a. Regular meetings of the Organization shall be held no less than three (3) times during the school year with meetings including but not limited to: the first thirty (30) days of the school year for the purpose of receiving the audit committee's findings; April for the purpose of electing officers; May for the purpose of receiving reports and adopting a budget for next fiscal year.
- b. The date and time of such meetings shall be established by Executive Board by the start of the school year.
- c. Ten (10) days written notice of meetings shall be given to the Organization using established general communication methods including but not limited to fliers or electronic newsletters.
- d. A change in meeting date or time may be made with ten (10) days notice being given to the Organization.
- e. Meeting agendas shall be made available three (3) days prior to meetings using methods including but not limited to web site posting.

### **Section 2.** Special meetings.

- a. Special meetings of the Organization may be called at the request of the president or a majority of the Executive Board with ten (10) days written notice being given.
- b. Special meetings of the Organization may be called at the request of members of the Organization, upon written petition signed by a simple majority of the members and submitted to the secretary, with ten (10) days written notice being given.

### **Section 3.** Members may request new business to be included on a meeting agenda with ten (10) day written notice submitted to the secretary of the Executive Board.

### **Section 4.** Quorum. Ten (10) members shall constitute a quorum for the transaction of business in any membership meeting of this Organization.

## **ARTICLE VII: Offices and Their Election**

Section 1. The elected officers of this organization shall be a member in good standing and support the Purpose of this Organization and shall consist of: president; vice-president; secretary; treasurer; a grade level representative for each of the sixth, seventh, and eighth grades.

Section 2. Nominations.

- a. Formation of the nominating committee shall be made in accordance to Article X, Section 3.a.
- b. The nominating committee shall nominate at least one eligible person for each office to be filled. The committee shall make every effort to find candidates that represent the diversity of the membership of the School. The committee shall report its nominees in the form of a prepared ballot submitted to the secretary of the Executive Board ten (10) days prior to elections. The committee chairperson will present the ballot of nominees for election at the membership meeting in April.
- c. Additional nominations may be made from the floor. Members in good standing may nominate themselves.
- d. Only those persons who have signified their consent to serve shall be nominated for or elected to office.

Section 3. Election.

- a. Officers shall be elected by a majority vote of the members present, provided a quorum is present, at the April membership meeting.
- b. Vote shall be by ballot; however, if there is no more than one nominee per office, election may be by voice vote.
- c. Only one person shall be elected into any one office.

Section 4. Term of office.

- a. The term of office is one (1) year and shall begin July 1 and end June 30.
- b. No officer shall serve in the same office for more than two (2) consecutive terms. One who has served more than one-half of a term shall be credited with having served a full term.
- c. An exception to the term limit may be made in the event that no candidate is nominated or in the event of filling a vacancy in accordance to Article VII, Section 7.

Section 5. Elected officers shall serve on the Executive Board in accordance with Article IX.

Section 6. Removal of officers.

- a. An officer may be removed from office by a two-thirds (2/3) vote of the Executive Board for reasons including but not limited to (a) failure to perform duties, (b) misconduct, or (c) missing three consecutive Executive Board meetings, unless special circumstances arise, with ten (10) days notice being given to the membership.
- b. An officer may be removed from office by a two-thirds (2/3) vote of the members present, provided a quorum is present, at a meeting of members or a special meeting of the members called for that purpose with ten (10) days notice being given to the membership. The officer vacancy so created shall be filled by majority vote of the members present at the same meeting, provided a quorum is present.

Section 7. Vacancy.

- a. A vacancy in the office of president shall be filled for the unexpired term by the vice president. Filling the newly vacated position of vice-president shall be in accordance to Article VIII, Section 2.b.
- b. A vacancy occurring in any elected office, other than president, shall be filled for the unexpired term by a person from the membership appointed by a majority vote of the Executive Board with three (3) days notice being given to the membership.

## **ARTICLE VIII: Duties of Officers**

### **Section 1.** The President shall:

- a. preside at all meetings of the Organization;
- b. coordinate the work of officers and committees of the Organization such that the Purpose may be promoted;
- c. be a member *ex officio* of all committees except the nominating and audit committees;
- d. serve as the primary liaison with the Principal with the recommendation of a standing meeting;
- e. represent the Organization by attending district leadership meetings, campus advisory team meetings, and school board meetings as appropriate;
- f. comply with administrative requirements set forth by the District including but not limited to submitting budgets, audit findings, fundraising activities, and bylaws.

### **Section 2.** The Vice President shall:

- a. preside at meetings in absence of the president;
- b. assume the office of president for the unexpired term in the event vacancy;
- c. act as Parliamentarian.
- d. assist the president as needed.

### **Section 3.** The Secretary shall:

- a. record and maintain the minutes of meetings of the Organization. In the event of the secretary's absence, the president shall appoint an acting secretary for the meeting who shall be responsible for both recording and transcribing the minutes;
- b. handle correspondence on behalf of the Organization;
- c. publish agendas for executive and membership meetings;
- d. keep record of documents including but not limited to current bylaws for reference as needed. Upon completion of term, surrender all records in accordance to Article XI, Section 6.

### **Section 4.** The Treasurer shall:

- a. have custody of all of the funds of the Organization;
- b. keep books of account and records including but not limited to bank statements, receipts, budgets, invoices, paid receipts, check stubs, and canceled checks (actual copy or electronic bank copy). Upon completion of term, surrender all records in accordance to Article XI, Section 6.
- c. be responsible for the maintenance of permanent books of account and records as shall be sufficient to establish the items of gross income (including dues collected from members), receipts, and disbursement;
- d. along with the President, prepare and submit a budget for the year to the Organization for adoption in accordance to Article XI, Section 2.;

- e. make disbursements in accordance with the budget adopted by the Organization or approved by a majority of the members at a duly called meeting;
- f. present a financial statement at membership meetings, executive board meetings, and at other times when requested by the Organization or executive board; make full report at the May membership meeting;
- g. submit books to the audit committee or a duly selected Certified Public Accountant;
- h. ensure financial documents including but not limited to tax returns and sales tax reports are prepared and filed with due diligence.

Section 6. The Grade Level Representatives for the sixth, seventh, and eight grades shall:

- a. act as liaisons and facilitate communications between members, the School, and the Executive Board;
- b. shall plan and execute activities on behalf of the students of each grade level.

Section 7. All officers shall:

- a. perform the duties outlined in these bylaws and those assigned as needed;
- b. attend all meetings of the Organization;
- c. deliver to their successors all officer material before the end of the school year and / or term of office.

## **ARTICLE IX: Executive Board**

Section 1. The Executive Board shall consist of the elected officers of the Organization, standing committee chairpersons, and school principal (or a representative appointed by principal). The Board shall consist of no fewer than seven (7) persons.

Section 2. Voting. Each position on the Board shall have one vote. No voting member of the Board shall serve while employed by or under contract to the Organization.

Section 3. The Board shall exercise ordinary business judgment in managing the affairs of the Organization. Acting in their official capacity, board members shall act in good faith and take actions they reasonably believe to be lawful and in the best interest of the Organization. In all other instances, the Board shall not take any action that they reasonably believe to be unlawful or in opposition to the Organization's best interests. A board member shall not be liable if, in exercising due diligence, the board member acts in good faith relying on written financial and legal statements provided by an accountant or attorney that may be retained by the Organization.

Section 4. Duties of the Board shall be to:

- a. transact necessary business between membership meetings in accordance to the Purpose of the Organization;
- b. prepare reports and recommendations to be presented to the membership;
- c. prepare and submit a budget to the membership;
- d. approve payment of routine bills within the limits of the budget;
- e. approve the plans of work submitted by officers and committee chairpersons in accordance with Article XI, Section 5.;
- f. create financial policies in accordance to Article XI and standing rules in accordance to Article XII.
- g. create and dissolve standing and special committees and approve committee chairpersons in accordance to Article X.
- h. fill vacancies of officers and committee chairpersons in accordance to Article VII, Section 7.
- i. review bylaws and revise as necessary in accordance to Article XVI.

Section 5. Meetings of the Board.

- a. The date and time of meetings shall be established by the Board by the start of the school year.
- b. Special meetings of the Board may be called at the request of the president or a majority of the Board with forty-eight (48) hours written notice being given.
- c. Members may request new business to be included on a meeting agenda with five (5) day written notice submitted to the secretary of the Board.

Section 6. Quorum. A majority of filled positions of the Board shall constitute a quorum.



## **ARTICLE X: Committees and Chairpersons**

Section 1. The Executive Board may create and dissolve committees as it may deem necessary to promote the Purpose and carry on the work of the Organization. Committee membership shall be open to any individual who subscribes to the Purpose and Basic Policies of the Organization.

Section 2. Standing committees, including but not limited to:

- a. Fundraising shall plan, coordinate, execute, and track all fundraising efforts of the organization.
- b. Membership shall coordinate an annual membership drive and maintain a membership list which shall be provided to the secretary for reference as needed.
- c. Communications shall coordinate the flow of information between the Organization and its membership and the school community.
- d. Term. The term of standing committees is one (1) year and shall begin July 1 and end June 30.

Section 3. Special Committees, including but not limited to:

- a. Nominating. A committee to nominate interested members to fill officer positions shall be appointed by the Executive Board and be approved by a majority vote of the members present at a membership meeting, provided a quorum is present. The committee shall consist of no fewer than three (3) members. No member shall automatically serve on this committee because of his office in the Organization or position in the school system. The president does not serve as a member of this committee. Appointment shall be made no later than sixty (60) days before elections.
- b. Audit. A committee to audit the treasurer's accounts shall be appointed by the Executive Board and be approved by a majority vote of the members present at a membership meeting, provided a quorum is present. The committee shall consist of no fewer than three (3) members who are not authorized signers, who are not related to or do not reside in the same household as an authorized signer, and have not been elected incoming treasurer. The president does not serve as a member of this committee. Appointment shall be made no later than thirty (30) days before the end of the fiscal year.
- c. Term. The term of special committees shall begin with appointment by the Executive Board and end when work is complete as evidenced by its final report or when dissolved by the Executive Board.

Section 4. Chairpersons.

- a. Committee chairpersons shall be members in good standing and support the Purpose and policies of this Organization.
- b. Authority. The committee chairperson shall present work plans in the form most appropriate to the project (e.g. plans of work in accordance with Article XI, Section 5., meeting minutes, reports, budgets, drawings, etc) to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.
- c. Appointment. Committee chairpersons shall be appointed by majority vote of the Executive Board.
- d. Term. The term of a chairperson appointment corresponds with the term of the specific committee. No chairperson shall serve in the same position for more than two (2) consecutive terms. One who has served more than one-half of a term shall be credited with having served a full term. An exception to the term limit may be made in the event that no new individual accepts the position or in the event of filling a vacancy in accordance to Article X, Section 4.f.
- e. Removal. A chairperson may be removed from position by a two-thirds (2/3) vote of the Executive

Board for reasons including but not limited to (a) failure to perform duties, (b) misconduct, or (c) missing three consecutive committee meetings, unless special circumstances arise.

f. Vacancy. A vacancy occurring in any chairperson position shall be filled for the unexpired term by a person from the membership appointed by a majority vote of the Executive Board.

## **ARTICLE XI: Financial Policies**

Section 1. The fiscal year of this Organization shall begin July 1 and end June 30.

Section 2. A full year budget shall be presented for adoption by majority vote of the members present, provided a quorum is present, at the first membership meeting of the year. If a working budget is approved in May, it should be ratified by the membership at the first membership meeting of the year.

Section 3. Two authorized signatures shall be required on all checks. The Executive Board may appoint up to three (3) officers to be authorized to sign checks and shall appoint one (1) officer to review and sign monthly bank statements.

Section 4. All disbursements of the Organization shall be by check, or electronic payment.

Section 5. The audit committee, formed in accordance to Article X, Section 3.b., shall conduct the audit within the first thirty (30) days after the close of the fiscal year and shall present its findings at the first membership meeting of the following fiscal year for adoption by majority vote of the members present, provided a quorum is present.

Section 6. Officers and committee chairpersons shall submit a Plan of Work to the president and / or treasurer by the end of April for review and approval by the Executive Board at the following executive board meeting. Disbursements by the treasurer shall be in accordance with the approved budget and the appropriate plan of work.

Section 7. The Executive Board shall maintain a standing rule defining the record retention policy of the Organization. This policy shall define record custodianship, retention methods, and shall be reviewed by the Executive Board each May for compliance.

Section 8. The Executive Board shall maintain a conflict of interest policy and shall document each May agreement to comply with the policy.

## **ARTICLE XII: Standing Rules**

The Executive Board shall adopt standing rules in May of each year according to the needs of the Organization. The secretary shall keep a record of the standing rules for reference as needed.

## **ARTICLE XIII: Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

## **ARTICLE XIV: Establishment of Organization**

- Section 1. Term. There shall be an establishment period of the Organization starting at the time of incorporation and ending upon declaration stating such as approved by majority vote of the members present, provided a quorum is present
- Section 2. Dues. Membership dues paid during the establishment period shall be credited to the annual dues to be collected for the enrollment period immediately following the establishment period.
- Section 3. Officers. Officers elected during the establishment period shall be considered "interim officers" of the Organization and shall assume all duties as described in these bylaws. Upon conclusion of the establishment period, the interim officers shall assume their respective officer positions in their first term of office.

## **ARTICLE XV: Dissolution**

- Section 1. The Organization may be dissolved by a two-thirds vote of the members present, provided a quorum is present, at a special meeting of the Organization.
- Section 2. Written notice to the membership of the special meeting shall be given thirty (30) days prior to the meeting at which dissolution is to be voted upon.
- Section 3. Upon the dissolution of this Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code) according to a distribution plan approved by two-thirds vote of the members present, provided a quorum is present, at said special meeting of the Organization.

## **ARTICLE XVI: Amendments**

- Section 1. These Bylaws may be amended by a two-thirds vote of the members present, provided a quorum is present, at any regular or special meeting of the Organization
- Section 2. Written notice to the membership of the proposed amendment shall be given thirty (30) days prior to the meeting at which the amendment is to be voted upon.
- Section 3. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a two-thirds (2/3) vote of the Executive Board or by a majority vote of members present at a meeting of the Organization, providing a quorum is present. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.
- Section 4. These Bylaws may be amended without requirement of member vote for the purposes of (a) complying with regulations for obtaining and maintaining non-profit status as defined by the U.S. Internal Revenue Service or the Texas Non-Profit Corporation Act or (b) bringing them into compliance with governmental entities. In these cases, notification of the amendments shall be given to the membership at the following membership meeting.