

**BY-LAWS OF
POE ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION, INC.**

Amended and Restated as of May 11, 2006

ARTICLE I: ORGANIZATION

- 1.1 **Name.** The name of the corporation is the Poe Elementary Parent Teacher Organization, Inc. (Poe PTO).
- 1.2 **Location.** The location of the Poe PTO's business shall be at the facilities of Edgar Allan Poe Elementary School with the current street address of 5100 Hazard Street, Houston, Texas.
- 1.3 **Purpose.** As provided in the Poe PTO's Article of Incorporation:
- (a) The Poe 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 Edgar Allan Poe Elementary School (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) Poe 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 Poe PTO, or of any individual having a personal or private interest in the activities of the Poe PTO, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any funds from the Poe PTO except for expenses incurred, and/or reasonable compensation for properly authorized services rendered, in carrying out the Poe 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 Poe PTO shall observe a racially neutral non-discriminatory policy in all of its activities.
 - (c) In the event of the dissolution of the Poe 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: MEMBERS

- 2.1 **Membership.** The Poe PTO shall have Members pursuant to the Texas Non-Profit Corporation Act and these Bylaws. The membership shall be open to: (a) any parent, legal guardian, or immediate family of a child currently enrolled in the School or the Poe Cooperative Nursery School, (b) the teachers, administrators, and other employees of the School, and (c) the immediate past President of Poe PTO, who have paid their annual dues.
- 2.2 **Enrollment.** Membership is on an annual basis. An annual enrollment campaign for Members shall be conducted by the Poe PTO each school year. Eligible persons may become Members at any time upon paying the required dues and submitting their name, address, and telephone number to the Poe PTO.
- 2.3 **Dues.** To be a Member, one must pay annual dues to the Poe PTO, as established, and approved by the Poe PTO Executive Board, which consists of the President, President Elect, Past President, Secretary, Treasurer, Chair and/or Co-Chair of Budget & Finance, Chair and/or Co-Chair of VIPs/Membership, and School Principal (Executive Board).
- 2.4 **Voting.** Only Members of the 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.
- 2.5 **Regular Meetings.** It is contemplated that there will be at least four (4) 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 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 May to approve the following year's Poe PTO budget, and elect new officers and Board members.
- 2.6 **Meeting Place.** Member meetings shall be held at the School, or any other location as the Executive Board determines is reasonable.
- 2.7 **Notice of Regular Meetings.** Notice of regular Member meetings shall be given by written notice stating the time, place and purpose of the

meeting and having a written copy of this notice given to every student at school to take home at least one week in advance of the Poe PTO regular meeting. This may be done by putting the notice in "Poe in the Know." Additionally, the Executive Board shall make every attempt to post a notice of the regular Member meetings, with the date and time, in front of the School.

- 2.8 **Quorum.** Five members of the Executive Board (for Executive Board Meetings), and 20 additional members of the PTO (for Board of Directors Meetings and Membership Meetings) shall constitute a quorum of the Poe PTO for the transaction of business.
- 2.9 **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 second day preceding the day of the meeting by sending such written notice home with each student or by mailing such notice to Members at least four days before the meeting.

ARTICLE III: BOARD

- 3.1 **General Authority.** The business and affairs of the Poe PTO shall be managed by its Executive Board and/or Board of Directors.
- 3.2 **Number and Tenure.** The number of Directors of the Poe PTO shall be determined each year by the Members upon their election of persons to the positions which constitute membership on the Board pursuant to these Bylaws. Each Director shall hold office for one year beginning July 1st of each year, and until his successor shall have been duly elected and qualified. Any Director or the entire Board may be removed at any time, with or without cause, by a majority vote of the Members then entitled to vote.
- 3.3 **Persons Constituting the Board.** The Board shall consist of the persons who comprise the Executive Board of the Poe PTO and the persons who are the Chair and/or Co-Chairs of the Poe PTO pursuant to these Bylaws, plus the persons filling any other Board position provided by these Bylaws or that may be adopted by the Board and filled by a vote of the Board. Vacancies and new interim positions occurring on the Board shall be filled by a majority vote of the existing Board members.
- 3.4 **Regular Meetings of the Board.** The Board shall have regular meetings to conduct the business of the PTO...
- 3.5 **Board Meeting Notices.** Written notice of the time and place of each regular meeting of the Board shall be sent by the President at least one

week before the date of the meeting, provided that the failure to meet these notice requirements shall not affect the validity of the meeting or the business conducted at the meeting if a quorum is present.

3.6 Special Board Meetings. Special Board meetings may be called at any time by the President, or the School Principal or any five (5) members of the Board acting together, by giving written, electronic or telephone notice to the Board members of the time, place and purpose of the meeting no later than the second day preceding the day of the meeting (and not counting the meeting day).

3.7 Executive Board.

- (a) 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 Budget/Finance, Chair and/or Co-Chair of VIPs/Membership, and School Principal. The President shall be in charge of the Executive Board and coordinate its activities.
- (b) The Executive Board shall conduct the business of the Board and the Poe 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 Poe PTO.
- (c) The general duties of the Executive Board are set forth below. The members shall serve voluntarily and receive no compensation for their services.
 - (1) **President.** The President shall preside at all meetings of the Board and the Executive Board and shall be the chief executive officer of the Poe 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 Poe 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 Poe PTO and shall perform such other duties as may be assigned to the President from time to time by the Board. The President shall be a required signator on all PTO checks. The President shall submit to the Board plans and suggestions for the work for the Poe PTO and shall present recommendations to the Board for decisions. The President shall report on the activities and business affairs of the Poe PTO when called upon to do so by the Board and shall serve as liaison between the Principal and Executive Board.

- (2) **Past President.** The Past President shall advise the Board and shall serve as Parliamentarian for the Executive Board.
- (3) **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.
- (4) **Secretary.** The Secretary shall be responsible for the central records and correspondence of the Poe 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 submit copies of written 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.
- (5) **Treasurer.** The Treasurer shall keep account of all monies, credits and property of the Poe 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 Poe PTO and shall deposit them into such banks or depositories as the Board shall approve.
- (6) **Budget/Finance Chair(s).** This Chair(s) shall be responsible for keeping proper books of accounting showing at all times the amount of the funds and other property belonging to the Poe PTO, which shall be open for inspection and copying at any time to any member of the PTO. The Budget/Finance Chair 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 Poe PTO. ***The Budget/Finance Chair 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 Budget/Finance Chair 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.*** The Budget/Finance Chair(s) shall also submit reports to the Board of the accounts and financial condition of the Poe 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.

- (7) **VIPS Chair(s).** The VIPS Chair(s) shall serve coordinate registration and approval of all volunteers with HISD and Poe Elementary School's administration. The VIPS Chairs are also responsible for any volunteer appreciation events that the Board determines are appropriate.
- (8) **Principal.** The Principal shall communicate and coordinate with the Poe PTO members and the Board on all Poe PTO matters as necessary and appropriate to enable the Poe PTO to perform its activities in accordance with School and HISD requirements.
- (9) **Vacancies.** Whenever an Executive Board Member vacancy shall occur during the term (except the Principal), such vacancy shall be filled, if necessary, by the Board by the election of a new Executive Board Member.
- (10) **Removal.** All Executive Board Members (except the Principal) 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.

(d) **Non-budgeted expenses** in excess of two hundred dollars and up to one thousand dollars must be approved by a majority vote of the Executive Board. Non-budgeted expenses in excess of one thousand dollars must be reviewed by the Executive Board prior to being presented for vote to the Members.

3.8 Other Board Positions. Each year, the Poe 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.

(a) Administrative. There shall be organized committees each year with a designated Chair(s) for the following projects:

- (1) Grounds/Landscaping
- (2) Building Maintenance
- (3) Hospitality
- (4) Library
- (5) Community Relations
- (6) Publicity
- (7) Science
- (8) Poe Staff Appreciation
- (9) School Supplies
- (10) Ice Cream Social
- (11) Heritage – Black History Month
- (12) Uniforms
- (13) Yearbook
- (14) Development of New Revenue
- (15) Marquee
- (16) Lost & Found

(b) Communications.

- (1) Directory
- (2) Poe in the Know Editor
- (3) Poe in the Know Translator
- (4) Website Maintenance

(c) Fund Raising

- (1) Auction
- (2) Book Fair
- (3) Carnival
- (4) Art Day
- (5) Valentine Lunch

(d) VIPS

- (1) Kindergarten
- (2) 1st Grade
- (3) 2nd grade
- (4) 3rd Grade
- (5) 4th Grade
- (6) 5th Grade
- (7) Parent Bilingual Rep
- (8) Lanier Rep
- (9) Magnet Rep
- (10) PoeCo Rep
- (11) Teacher Rep Bilingual
- (12) Teacher Rep K
- (13) Teacher Rep 1st Grade

- (14) Teacher Rep 2nd Grade
- (15) Teacher Rep 3rd Grade
- (16) Teacher Rep 4th Grade
- (17) Teacher Rep 5th Grade
- (18) Classroom Support Liaison

Budget Committee of the Board.

- (a) There shall be a Budget Committee of the Board each year which shall consist of the President, President-Elect, Secretary, Treasurer, Budget/Finance Chair and/or Co-Chair, VIPS Chair and/or Co-Chair, School Principal, one Teacher Representative, and two PTO Members. The Budget/Finance Chair shall be in charge of the Budget Committee and shall coordinate its activities.
- (b) By April 30th of each year, the Budget Committee shall draft a budget covering the Poe PTO budget period from July 1 – June 30. The draft budget is determined based upon past performance, Budget Committee, Board, and School Principal input, and contains estimated income and non-capital expenses for the PTO.
- (c) The Budget Committee shall provide the draft Budget to the members of the Executive Board at least ten (14) days prior to the May Board meeting. After any agreed upon changes are made, and approved by the Executive Board, a copy of the proposed Final Budget shall be provided to each voting member seven days prior to the May general meeting. At the May meetings, the general membership shall approve the Final Budget for the following school year.
- (d) If the Poe PTO has funds in excess of what the operating budget requires, the Budget Committee may propose annual capital expenditures, provided that at least 50% of the value of the operating budget remains in the operating budget account.
- (e) It is the responsibility of the Budget Committee, with approval from the Executive Committee, to develop and maintain procedures for capital budget funding and to prepare proposals and timelines, as appropriate, for annual capital expenditures.

3.9 Capital Budget Process. The Capital Budget is funded as follows:

- (a) At the beginning of each budget period (July 1), a journal entry is made to transfer the balance of the Annual Capital Improvement Allowance from the budgeted operating expenses and income

into the Capital Spending Accumulation account. This is currently 5% of the operating budget.

- (b) On June 30th of each year, any surplus in the Budget shall be transferred to the Capital Spending Accumulation Account.
- (c) If there is no surplus, no transfer is made.
- (d) The Capital Budgeting Process will begin annually during the first week of March, as reflected in section 3.9, above.

3.10 **Banking.**

- (a) **Bank Accounts.** Two (2) Poe PTO accounts shall be maintained at a local, insured bank. One account is the checking or operating account, and the other is the savings account, which must be an interest-bearing account. Funds are transferred into the savings account at the recommendation of the Budget/Finance Chair(s) and with the approval of the Executive Board. Transfers out of the accounts, and checks written on the checking account, may only be made with the approval of the Executive Board. The authorized signatories shall be the President, President-Elect, Treasurer, Secretary and Budget/Finance Chair.
- (b) **Loans.** No loans shall be contracted on behalf of the Poe PTO and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

3.13 **Poe PTO Elections.**

- (a) There shall be a Nominating Committee of the Poe PTO elected each year by a majority vote of the Board at its March Board 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 the other Board positions elected by the Poe PTO members to be considered for approval by the Board at its May meeting and to be elected by the Members at the May meeting of the Members.
- (b) The Nominating Committee shall follow these procedures for selecting the slate of nominees:
 - (1) Send a notice to all members informing them of the Committee's work to nominate Board members.

- (2) 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.
- (3) 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.
- (4) 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.

ARTICLE IV: MISCELLANEOUS

- 4.1 **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 Poe PTO and such authority may be general or confined to specific instances.
- 4.2 **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the 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.
- 4.3 **Amendments.** 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.