

BYLAWS OF THE
Scanlan Oaks Elementary
Parent Teacher Organization, Inc.

ARTICLE I
NAME AND PURPOSES

Section 1.01. Name. The name of this Corporation is Scanlan Oaks Elementary Parent-Teacher Organization, Inc., hereby known as the “Organization.” The Organization is a self-governing unit.

Section 1.02. Purpose. The purpose of the Organization is to provide support and enhancement of the education and welfare of the students of Scanlan Oaks Elementary and to promote open communication among the administration, teachers, parents, and community. The Organization exists exclusively to promote the charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code (hereinafter “Internal Revenue Code.”)

ARTICLE II
POLICIES

Section 2.01. Governance. The Organization is limited to promoting and assisting in the education and welfare of the children of Scanlan Oaks Elementary or any other authorized designee and will be developed through meetings, committees, and projects. This Organization neither seeks to direct the administration activities of the school nor to control its policies.

Section 2.02. Endorsements. The Organization is non-commercial, non-sectarian, and non-partisan. No commercial enterprise or political candidate shall be endorsed by the Organization or its Officers in their official capacities.

Section 2.03. Dissolution. Upon the dissolution of the Organization, after paying debts and obligations of the Organization, the remaining assets will be distributed to one or more non-profit funds, foundations, or organizations according to district policy.

Section 2.04. PTO Seed Money. In the event of the opening of a new school that draws from the Scanlan Oaks Elementary population, the Organization may provide seed money to help establish a non-profit parent-teacher organization at the new campus.

ARTICLE III MEMBERS

Section 3.01. Regular. All parents and/or legal guardians of students who currently attend Scanlan Oaks Elementary and all current faculty and staff of Scanlan Oaks Elementary, without regard to race, color, creed, or national origin, are Regular Members of the Organization. Regular Members have the right to attend and participate in all meetings and activities of the Organization but do not have the right to vote on issues, to elect Officers, or to hold office.

Section 3.02. Voting. All Regular Members who are current in the payment of the annual dues are designated as Voting Members. Each household is entitled to one vote. Voting Members have the right to vote on all issues before the Membership, to elect Officers, and to hold office. A majority vote of the Voting Members present at any meeting is required for action to be taken by the Organization, with the exception of revisions and amendments to the bylaws.

Section 3.03. Dues. Dues for members will be established by the PTO Board.

ARTICLE IV MEETINGS

Section 4.01. Regular Meetings. At least four General Membership Meetings of the Organization will be held during each school year. The PTO Board has the authority to schedule Regular Meetings. The time and place of the meetings will be announced in written form and placed in an area with reasonable public access, including, without limitation, in the foyer of the school, on the marquee, on the school's front entrance door, and on the PTO website. The meeting announcement will be posted at least five (5) school days prior to the meeting, and the meeting will be held in a facility that accommodates all Voting Members present for the meeting.

Section 4.02. Special Meetings. Additional General Membership Special Meetings of the Organization may be called by the President, by majority vote of the PTO Board, or by a petition of 50 Voting Members. The time and place of all Special Meetings will be announced at least three (3) days prior to the meeting. Notice of the meeting will be announced in the same manner as a Regular Meeting as set forth in Section 4.01. The meeting will be held in a facility that accommodates all Voting Members present for the meeting.

Section 4.03. Quorum. A minimum of thirty (30) Voting Members present at a properly called General Membership or Special Meeting designates a quorum and is entitled to take action on behalf of the Organization.

ARTICLE V DUTIES OF OFFICERS

Section 5.01. Board of Directors. The Board of Directors, as stated in the Articles of Incorporation, is the policy-making body and may exercise all the powers and authority granted to the Organization as incorporated by law. The Board of Directors consists of the elected officers of the PTO Board and is governed by the same bylaws as the Organization.

Section 5.02. President. The President is the principal executive officer of the Organization and subject to the control of the PTO Board and the direction of the Membership. The President, in general, supervises all of the activities of the Organization. The President is a member of the PTO Board, and when present, presides at all meetings of the PTO Board and of the Membership. The President votes only in the case of a tie in matters of the PTO Board or Membership. The President is an ex-officio member of all committees of the Organization, except the Nominating Committee. The President or designee attends all FBISD Board of Trustee meetings and the Campus Based Leadership Team meetings.

Section 5.03. 1st Vice-President. The 1st Vice-President is a member of the PTO Board and, in absence of the President, performs the duties of the President. The 1st Vice-President prepares the Organization's annual draft budget for consideration by the PTO Board. The 1st Vice-President performs other duties as assigned by the President or the PTO Board.

Section 5.04. 2nd Vice-President. The 2nd Vice-President is a member of the PTO Board. The 2nd Vice-President oversees all fundraising activities approved by the PTO Board and may perform other duties as assigned by the President or the PTO Board.

Section 5.05. Recording Secretary. The Recording Secretary is a member of the PTO Board. The Recording Secretary keeps the minutes of the proceedings of the Membership and the PTO Board. The Recording Secretary maintains an official list of Voting Members and performs other duties as may be assigned by the President or the PTO Board. The Recording Secretary, or designee as approved by the PTO Board, presents written minutes of the preceding meeting at each PTO Board Meeting and will keep a permanent file of minutes on school premises.

Section 5.06. Corresponding Secretary. The Corresponding Secretary is a member of the PTO Board. The Corresponding Secretary is responsible for giving due notice of meetings of the PTO Board and General Membership in accordance with these bylaws. The Corresponding Secretary is responsible for all correspondence necessary for conducting the business of the Board. The Corresponding Secretary will certify to the Recording Secretary an accurate list of the Voting Members of the Organization. The Corresponding Secretary performs other duties as may be assigned by the President or the PTO Board.

Section 5.07. Treasurer. The Treasurer is a member of the PTO Board. The Treasurer has charge of and is responsible for all funds of the Organization and receives and gives receipts for monies due and payable to the Organization from all sources. The treasurer deposits funds in banks or other financial institutions selected by the PTO Board. The Treasurer makes disbursements as authorized by the PTO Board in accordance with the budget adopted by the Membership. The Treasurer, or Treasurer's designee as approved by the PTO Board, presents a written financial report at each PTO Board Meeting and General Membership Meeting and at other times as requested by the PTO Board. The Treasurer completes and submits all financial reports and all non-profit income tax returns and sales tax reporting as required by local, state, and federal laws. The PTO Board may obtain bids for professional services for preparing tax returns if needed. Furthermore, the Treasurer performs other duties as assigned by the President or the PTO Board.

Section 5.08. Publicist. The Publicist is a member of the PTO Board. The Publicist is responsible for publicity for all events of the Organization and acts as liaison between the PTO Board and the media. The Publicist keeps the official history of the Organization and an annual record of all of the activities of the Organization. Additionally, the Publicist performs other duties as assigned by the President or the PTO Board.

Section 5.09. Parliamentarian. The Parliamentarian is a member of the PTO Board. The Parliamentarian chairs the Bylaws Revision Committee, if created by the PTO Board, and upon request by the presiding Officer, rule upon matter of procedure at PTO Board and General Membership meetings. The Parliamentarian chairs the Nominating Committee and performs other duties as assigned by the President or the PTO Board.

Section 5.10. Volunteers in Public Schools (VIPS) Coordinator. The VIPS Coordinator is a member of the PTO Board. The VIPS Coordinator is responsible for recruitment programs and activities for volunteers. The VIPS Coordinator is responsible for working with the Grade Level Team Leaders (faculty) to establish volunteer needs. The VIPS Coordinator and PTO Board are responsible for selecting Grade Level Coordinators and Room Parents and planning class parties. The VIPS Coordinator supervises the VIPS workroom to ensure appropriate materials are available and to schedule volunteer workers. The VIPS Coordinator performs other duties as assigned by the President or the PTO Board.

Section 5.11. Educational Enrichment Coordinator. The Educational Enrichment Coordinator is a member of the PTO Board. The Educational Enrichment Coordinator is responsible for coordinating with faculty regarding field trips, assemblies, and programs. The Educational Enrichment Coordinator is responsible for coordinating the mentoring program. The Educational Enrichment Coordinator performs other duties as assigned by the President or the PTO Board.

Section 5.12. Staff Appreciation Coordinator. The Staff Appreciation Coordinator is a member of the PTO Board. The Staff Appreciation Coordinator develops, implements, and oversees programs approved by the PTO Board to show appreciation to the school staff. The Staff Appreciation Coordinator performs other duties as assigned by the President or the PTO Board.

ARTICLE VI ELECTIONS

Section 6.01. Procedure. The election of Officers takes place prior to or during the last General Membership Meeting each school year. All Voting Members of the Organization may participate in the election. The Nominating Committee presents a slate of Officers for election. Further nominations may be received from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election will be resolved by written ballot.

Section 6.02. Term of Office. The term of each Officer is one year, beginning on July 1st and ending on June 30th. A person may be elected to the same office for a maximum of two (2) consecutive terms.

Section 6.03. Election. A majority of the votes cast by the Voting Members is necessary for election. In case of nominations from the floor, should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall be held immediately or as soon as possible.

Section 6.04. Vacancies. The PTO Board fills any vacancy in office because of death, resignation, removal or inability to serve. However, should a vacancy occur in the office of the President, the 1st Vice-President immediately assumes the office and the PTO Board fills the 1st Vice-President vacancy.

ARTICLE VII PTO BOARD

Section 7.01. General Powers. The PTO Board manages the affairs, activities, and operation of the Organization. The PTO Board transacts necessary business between Membership meetings and other business referred to it by the Membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of Standing and Special Committees, present reports and recommendations at the meetings of the Membership, prepare and submit a budget to the Membership for approval, and in general, conduct the business and activities of the Organization.

Section 7.02. Officers. The Elected Officers of the Organization consists of a President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian, Publicist, VIPS Coordinator, Educational Enrichment Coordinator and Staff Appreciation Coordinator. Up to three persons may be nominated for and elected to fill the following positions: 2nd Vice-President, VIPS Coordinator, Educational Enrichment Coordinator and Staff Appreciation Coordinator. If two or more persons are properly nominated and elected for a single Officer position, those persons are given all of the rights and responsibilities of the office as enumerated herein with the exception of voting rights. Each Officer position (including the parliamentarian) will be given one (1) vote, even though more than one person can be elected to the position. If more than one person is elected to an Officer position, and an agreement cannot be reached between those individuals regarding how the vote should be cast, those individuals will not vote and will abstain from voting on the issue(s) in question.

Section 7.03. Membership. The membership of the PTO Board consists of the Principal, President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Publicist, Parliamentarian, VIPS Coordinator, Educational Enrichment Coordinator, Staff Appreciation Coordinator, and no fewer than one (1) or no more than two (2) faculty representatives selected by the faculty. The Assistant Principal of the school and the chairpersons of all Standing Committees serve as ex-officio members and shall not be entitled to vote. The Principal, when unable to attend, can send his/her proxy/vote with the Assistant Principal.

Section 7.04. INTENTIONALLY BLANK

Section 7.05. Meetings. Regular meetings of the PTO Board are held monthly during the school year, the time and place to be established at the first meeting of the year. Special Meetings of the PTO Board may be called by the President or by a majority of the PTO Board. Adequate notice of all meetings will be given to all members of the PTO Board and, in absence of an emergency, at least five (5) school days in advance. Notice of the meetings should be announced to all Members of the Organization in the same manner as set forth in Section 4.01 above. Any Regular or Voting Member may attend any open meeting of the PTO Board.

Section 7.06. Quorum. A majority of the voting members of the PTO Board constitutes a quorum for the transaction of business.

Section 7.07. Voting. A majority vote of the voting members of the PTO Board present at a meeting, at which a quorum has been established, is required for all action to be taken by the PTO Board, except for removal of an officer as indicated in section 7.08. When a meeting is not physically possible, but regular Board business must be conducted, it is permissible for the PTO Board to conduct a vote via e-mail. For such an e-mail vote, a majority vote of the voting members of the PTO Board is required for the motion to pass.

Section 7.08. Removal. Any Officer may be removed from office at any time, with or without cause, by a majority vote of the PTO Board.

Section 7.09. Resignation. Any Officer may resign by written notification to the Recording Secretary. In case of the Recording Secretary's resignation, written notification will be sent to the Parliamentarian. Any member of the PTO Board missing two (2) meetings without notifying the President, Recording Secretary, or Parliamentarian, will be considered to have resigned.

Section 7.10. Liability Every member of the PTO Board may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board or Officer or any

settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights which such member of the Board is entitled.

ARTICLE VIII STANDING AND SPECIAL COMMITTEES

Section 8.01. Establishment. The PTO Board may establish one or more Advisory Boards or Committees. All committees will consist of at least three (3) persons. The PTO Board may establish such other Standing Committees as it deems necessary and advisable. The Officers of the PTO Board appoint the Chairpersons of all Standing Committees who serve as ex-officio members of the PTO Board. The term of office for each Chairperson of each Standing Committee shall run concurrent with the President's term of office. Only Voting Members may serve as Chairpersons of Standing Committees. The Chairperson of each committee recruits the members for his or her committee. Any Voting or Regular Member may serve as a committee member. The Chairperson reports the plans and activities of the Committee to the PTO Board which must approve all reports.

Section 8.02. Nominating Committee. The Nominating Committee is a Standing Committee and is chaired by the Parliamentarian. The Nominating Committee is composed of the Parliamentarian, Principal, and a faculty representative. In addition, the Nominating Committee membership will include four (4) non-PTO Board members not seeking election to the PTO Board and one (1) additional current PTO Board member not seeking reelection. The Parliamentarian will notify the PTO Board of prospective members and gain a consensus regarding those members. The Nominating Committee will be formed before the end of the third (3rd) nine weeks grading period. The Nominating Committee solicits candidates or recommendations to ensure there is at least one (1) qualified candidate for each position on the Board in order to present a slate of officers for election to the General Membership. The Nominating Committee verifies that all nominees are Voting Members and otherwise eligible to serve in the office. The Nominating Committee will contact all persons nominated to confirm their willingness to serve. The Nominating Committee will carry out its responsibilities; as specified in Section 6.01.

Section 8.03. Membership Committee. The Membership Committee is a standing Committee and chaired by the Corresponding Secretary. The Membership Committee is responsible for conducting at least one (1) annual membership drive of the Organization to coincide with the beginning of the school year and conclude as deemed necessary by the Membership Committee. The Membership Committee collects membership dues of the Organization. The Membership Committee reviews and update the Organization's Voting Membership roster as changes necessitate, or at a minimum, prior to the regularly scheduled monthly meetings of the PTO Board, any General Membership Meeting, or any Special Meeting of the Organization. The Membership Committee will report any changes in the Voting Membership roster to the Recording Secretary before the

aforementioned meetings. The Membership Committee will make the current Voting Membership roster of the Organization available to the PTO Board at all times.

Section 8.04. Special Committees. The President and/or the PTO Board may create Special Committees. Special Committees are created for a specific time and/or task and cease to exist when that time or task has been completed, or on June 30th of each year, whichever occurs first. The Chairpersons of all Special committees are appointed by the PTO Board. Only Voting Members may serve as Chairpersons. Any Voting or Regular Member may serve as a committee member. The Chairperson reports the plans and activities of the Committee to the PTO Board which must approve all reports.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year. The fiscal year of the Corporation is July 1st – June 30th. The PTO Board will present for approval a budget of anticipated revenue and expenses for the next year to the Membership at the final Regular Meeting of the school year. This budget will be used to guide the activities of the PTO Board during the year. Deviations greater than thirty percent (30%) from the expense budget, where expense does not include non-auction/raffle expense and cost of goods sold, must be approved in advance by the membership.

Section 9.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates will be signed by at least two (2) of these Officers: Treasurer, President, or First Vice President.

Section 9.03. Deposits and Accounts. All deposits and/or disbursements will be made within a maximum of seven (7) days from the receipt of the funds and/or orders of payment.

Section 9.04. Financial Report. The Treasurer presents a financial report at each PTO Board Meeting and General Membership Meeting of the Organization and prepares a final report at the close of the year. The PTO Board will have the report and the accounts examined annually by an independent auditor or an informal audit committee, who if satisfied that the Treasurer's annual report is correct per Fort Bend Independent School District guidelines, sign a statement of that fact at the end of the report.

ARTICLE X MEMBERSHIP DUES

Section 10.01. Amount. The Organization authorizes and collects membership dues to be used for the operation of the Organization. Any change in the amount of the dues will be approved by a vote of the PTO Board.

Section 10.01 Financial Hardship. No Regular Member will be denied the right to participate in the activities of the Organization or to become a Voting Member due to

financial hardship. The PTO Board will establish a procedure for alternative payments or waivers to ensure compliance with this policy.

ARTICLE XI AMENDMENTS

These bylaws may be amended or repealed, and new bylaws may be adopted by two-thirds (2/3) of the Voting Members present at any Regular or Special Meeting. Notice of proposed changes will be clearly stated in the meeting notice.

ARTICLE XII AUTHORITY

If any part of these bylaws conflicts with the decisions, policies, or procedures adopted by the Fort Bend Independent School District, they will be deemed null and void, and the decision of the Fort Bend Independent School District will, in all cases, control.

ARTICLE XIII DISSOLUTION

In the event of the dissolution of the Organization, its assets will be distributed to one or more of the exempt purposes specified in Section 501(C)(3) of the Internal Revenue Code of 1954 as from time to time amended.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised will be used in governing this Organization in all applicable cases and as consistent with these bylaws.

These bylaws were adopted by the membership by a 2/3 vote during a meeting properly called on October 12th, 2004, and shall take effect immediately.

These bylaws were amended May 12th, 2005 by a 2/3 vote during a properly called meeting and shall take effect immediately.

These bylaws were amended March 9th, 2006 by a 2/3 vote during a properly called meeting and shall take effect immediately.

These bylaws were amended May 22nd, 2008 by a 2/3 vote a 2/3 vote during a properly called meeting and shall take effect immediately.

These bylaws were amended October 15th, 2009 by a 2/3 vote during a properly called meeting and shall take effect immediately.

These bylaws were amended January 5th, 2011 by a 2/3 vote during a properly called meeting and shall take effect immediately.