BYLAWS OF THE LANIER MIDDLE SCHOOL PARENT TEACHER ORGANIZATION

Article 1. Name, Purpose and Dissolution

1.1. *Name*: The name of the organization shall be the Lanier Middle School Parent Teacher Organization (LMS PTO).

1.2. *Purpose*: LMS PTO is organized exclusively for charitable, scientific, literary, and educational purposes as defined in Section 501(c)3 of the Internal Revenue Code of 1986, as amended. It shall have no affiliation with any state or national organization with similar objectives. The purpose of LMS PTO is to strengthen and enhance the educational and social environment of Lanier Middle School (LMS) by fostering relationships among the school, parents, and teachers.

1.3. *Dissolution*: Upon the dissolution of the organization, after payment of or provision for the debts and obligations of LMS PTO, any remaining assets shall be distributed in accordance with Article 10 of the Articles of Incorporation.

Article 2. Membership

2.1. *Eligibility for Membership*: Membership shall be open to any parent or guardian of students enrolled at LMS and members of the faculty and staff.

2.2. *Rights of Members*: Each member shall be eligible to participate and vote in the general meetings of LMS PTO. Members are eligible to serve in any elected or appointed position within LMS PTO.

Article 3. Meetings of Members

3.1. *General Meetings*: General meetings of LMS PTO shall be held no fewer than four times during the academic year, at a time and place designated by the President.

3.2. *Special Meetings*: Special meetings of LMS PTO may be called by the President or by a majority of the Executive Board. Three-days notice must be given.

3.3 Alternative Forms of Meeting: Unless otherwise restricted by law, the certificate of formation, or these Bylaws, members of the Executive Board or members of any committee designated by the Board may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology, or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

(2/26/2021 & 4/1/2021 Amended)

If voting is to take place at the meeting, (1) reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified must be implemented, and (2) a written record of any vote or other action taken must be kept.

Article 4: Board of Directors

4.1. *Members and Role*: The Board of Directors shall be called the Executive Board and shall consist of the officers of LMS PTO. The Executive Board is responsible for overall policy and direction of LMS PTO.

4.2. *Terms*: All officers shall serve a one-year term or until successors are elected. No person may serve in the same office for longer than two consecutive terms unless approved by the Executive Board. Officers shall assume duties July 1 through June 30 of the following year.

4.3. *Meetings*: The Executive Board shall meet monthly at a time and place designated by the President and shall be held prior to each LMS PTO general meeting. Special meetings of the Executive Board may be called by the President or by a majority of the officers with one day's prior notice.

4.4. *Elections*: Candidates shall be submitted by the Nominating Committee, approved by the Executive Board and elected by the general membership.

4.5. *Election Procedures*: The Nominating Committee shall present an officer slate to the Executive Board for approval prior to the general meeting in May. The officer slate shall be announced to LMS PTO members at least 7 days prior to the general meeting held in May. At the general meeting in May, nominations may also be made from the floor. Election of officers shall occur at the general meeting in May and shall be by majority vote of members present and voting.

4.6. *Quorum*: A majority of the voting officers of the Executive Board shall constitute a quorum at meetings of the Executive Board.

4.7. *Officers and Duties*: The Executive Board shall be made up of the Lanier Middle School Principal, President, President-Elect, Treasurer, Secretary, Parliamentarian, Vice President of Fundraising, Vice President of Financial Support, Vice President of Volunteers, Vice President of Social Events, Vice President of Communications, and HISD Liaison. The Principal and Parliamentarian shall serve as non-voting officers. Officer duties are as follows:

The *President* shall set the agenda for and preside over Executive Board and general meetings and serve on the Budget Committee.

The *President-Elect* shall commit to serve as the next President, serve on the Budget Committee, and chair the Nominating Committee.

The *Treasurer* shall make a report at each meeting, chair the Budget Committee and assist in preparing the budget, prepare and file state and federal tax forms, purchase and maintain necessary insurance, keep records of all LMS PTO financial transactions and make financial information available to members.

The *Secretary* shall be responsible for keeping records of Board actions, including the taking of minutes at meetings, sending out meeting announcements, and distributing copies of minutes and agendas to board members.

The *Parliamentarian* shall ensure that all bylaws and standing rules are upheld and revised as needed, shall serve as chair of bylaws revisions committee and shall rule on any point of procedure according to Robert's Rules of Order.

The *Vice President of Fundraising* shall oversee fundraising activities and events and serve on the Budget Committee.

The *Vice President of Financial Support* shall serve on the Budget Committee and shall chair the Audit Committee.

The *Vice President of Volunteers* shall coordinate all volunteers for LMS PTO activities, maintain a roster of all LMS PTO committees and chairs, confirm VIPS clearance of committee chairs, and collect and preserve plans of work from all committees.

The *Vice President of Communications* shall coordinate internal communications between the Executive Board and members, oversee external community communications, and oversee the website, social media accounts and online activity of LMS PTO.

The *Vice President of Social Events* shall coordinate and oversee all social (non-fundraising) activities of LMS PTO.

The *HISD Liaison* shall attend or observe necessary district meetings and facilitate communication between LMS PTO and the HISD community.

4.8. *Vacancies:* When a vacancy on the Executive Board exits mid-term, the President shall appoint a new officer. The appointment shall be voted on at the next Executive Board and general membership meetings.

4.9. *Resignation, Termination and Absences*: Resignation from the Executive Board must be submitted to the President. An officer may be terminated from the Executive Board due to failure to perform duties, unethical or criminal behavior or absences from three consecutive Executive Board meetings by a majority vote of the remaining officers.

(2/26/2021 & 4/1/2021 Amended)

Article 5 - Committees

5.1. *Committee Formation*: The Executive Board may create committees as needed.

5.2. *Standing Committees*: Standing committees shall carry out the activities of LMS PTO as designated to such a Committee by the Board. Chairs are appointed by the Executive Board for terms of one year.

5.3. *Nominating Committee*: The Nominating Committee shall be approved by the Executive Board no later than the last day of February. The Nominating Committee shall consist of no fewer than six members, including the President-Elect, the Vice President of Volunteers, the Vice President of Social Events, the Vice President of Financial Support and at least two other members appointed by the President-Elect. The President-Elect shall chair the Nominating Committee. The President may not serve on the Nominating Committee.

5.4. *Budget Committee*: The Budget Committee shall present an annual operating budget for the approval of the Executive Board and general membership. The Treasurer shall chair the Budget Committee. The President, the President-Elect, the first Vice President of Fundraising and the Vice President of Financial Support shall serve on the Budget Committee.

5.5. *Audit Committee*: The Audit Committee shall be appointed and approved by the Executive Board. The Vice President of Financial Support shall chair the Audit Committee. The Audit Committee shall submit a report to the Executive Board and general membership no later than December of the following fiscal year.

Article 6 - Finances

6.1. *Budget*: A proposed operating budget shall be prepared by the Budget Committee each school year, approved by a majority vote of the Executive Board and then approved before the end of the current school year at the General Meeting by a majority of those present and voting.

6.2. *Signatory Authority*: Two authorized signatures shall be required on each check over the amount of $500. All other financial transactions shall require a record of approval from two signatories. Verbal approval and written documentation of this approval is required for all transactions over the amount of $500.00. Authorized signatories shall be the President, President-Elect, Treasurer, and Vice President of Fundraising.

6.3. *Fiscal Year*: The fiscal year of LMS PTO shall begin on July 1 and end on June 30.

(2/26/2021 & 4/1/2021 Amended)

Article 7 - Amendments

7.1. *Amendments to Bylaws*: The Bylaws may be amended at any general meeting by a two-thirds majority vote of the members present and voting, provided that the proposed amendment has been approved by the Executive Board.

7.2. *Amendments to Standing Rules*: The Standing Rules may be amended by a majority vote of the Executive Board.

Article 8 - Action Without A Meeting

8.1 *Action Without A Meeting/Action via Electronic Mail:* Any action required or permitted to be taken at any meeting of the Executive Board (e.g., voting on designating funds to a new program or a change in the budget for a program requested by the school) , may be taken without a meeting, i.e., via e-mail, if a written consent, clearly stating the action to be taken, is signed by the number of Directors necessary to take that action at a meeting at which all of the Directors are present and voting. The consent must state the date of each Director's signature. This written consent shall have the same authority as an in-person or audio/web conference consent. For any action not approved by unanimous written consent, prompt notice must be provided to each director who did not consent in writing to the action.

The following shall apply to any action taken under this provision:

(1) All responses must be received within 48 hours of the time stamp on the email.
(2) Any and all supporting documentation that would have been provided at an in-person the meeting shall be scanned and attached to the email containing the written consent.
(3) Each Director, unless it is noted otherwise, shall REPLY TO ALL when entering their vote on the written consent.
(4) Records of any action taken under this provision shall be kept by the Secretary in the same manner as Regular Meeting Minutes.

(2/26/2021 & 4/1/2021 Amended)