

QUAIL VALLEY MIDDLE SCHOOL
Parent Teacher Organization Bylaws

Updated July 2023

Article I – Name

The name of this organization will be Quail Valley Middle School Parent Teacher Organization (the PTO), a local self-governing unit.

Article II – Objectives

The objectives of the PTO are to promote the welfare of students enrolled in Quail Valley Middle School and to bring the home, the school and the community together so that parents and/or guardians and teachers may collaborate in the best interests of the students.

Article III – Policies

- Section 1 The purpose of the PTO is to service Quail Valley Middle School and its students. The PTO will operate and execute initiatives through meetings, committees and projects.
- Section 2 The PTO will be noncommercial, nonsectarian, and nonpartisan. No commercial enterprises and no political candidate will be endorsed by it in any way (including the publishing or distributing of statements). The name of the PTO or the names of the officers in their official capacities will not be used in connection with any commercial concern or with any partisan interest or for any purpose other than the regular work of the PTO.
- Section 3 The PTO may cooperate with other organizations and agencies such as conference groups or coordination counsels provided its representatives do not make any binding commitments for the PTO.
- Section 4 The PTO is organized and will operate exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code concerning tax exempt PTOs. The PTO will not engage, participate or intervene in any activity or transaction which would result in the loss of its status as a tax exempt entity.
- Section 5 The PTO will not attempt to direct the administration or policies of the School.

Article IV – Membership and Dues

- Section 1 All parents and/or legal guardians of current or former students of Quail Valley Middle School and all current faculty and staff of Quail Valley Middle School, without regard to race, color, creed or national origin, may become a member of the PTO at any time during the year.
- Section 2 The annual dues or donations per member will be determined by the Board no later than May 1. No dues will be prorated during the year. The fiscal year of the PTO will begin July 1 and end June 30.
- Section 3 All members in good standing will have the privilege of making motions, voting, holding office, serving on committees, and/or participating in the business activities of the PTO.

Article V – Officers and Elections

- Section 1
- a. All elected officers must be current members of the PTO.
 - b. Elected Executive Board officers of the PTO will include President, Vice President, Secretary, Treasurer, VIPS Coordinator and Parliamentarian. Committee Chairs will be elected to lead the efforts of the committees deemed appropriate for the fiscal year. Committees will be created by the executive board based on the needs of the School and are subject to change by a vote of the executive board. As of this update, the following Chairs are needed to meet the needs of the School and the PTO: Membership, Hospitality, Fundraising, Communications, Spirit Wear, Socials, 8th Grade Exit Party, Servant Leader, Career Day, and Community Outreach. The PTO Board is composed of the officers and committee chairs.
 - c. Executive Board officers and committee chairs will be elected to serve a one-year term by the PTO membership. An officer may only serve two (2) consecutive terms in the same office, unless no candidate is nominated.
 - d. The President will have served at least one year on the QVMS PTO Executive Board or chaired a PTO Committee prior to the year in which he/she will serve as President, unless no candidate is available who meets the above criteria.
 - e. Officers will assume their official duties with the start of the fiscal year on July 1. Although the current Board is to serve until the end of the fiscal year, the newly elected officers are encouraged to meet, plan, and disseminate information necessary to be sent home prior to the end of the school year.
- Section 2
- a. The Nominating Committee will be composed of no more than five members, including the President, Vice President, VIPS Coordinator and at least one (1)

non-board member. The Vice President will chair the nominating committee. The principal, or designee, will serve as an ex-officio member.

b. Notice of open positions must be publicized no later than March 1st. Only those who have consented to serve and are committed are eligible for nomination by the committee, or if the nominating committee was unable to provide a nominee for one or more chair positions, then nominations will be taken from the floor for those open positions. The Nominating Committee will prepare a slate with at least one (1) nominee for each board position.

c. The report of the Nominating Committee will be presented to the Board beginning at the April meeting. The election for Executive Board members will be conducted at the May General PTO meeting. Nominations for Executive Board Members or open committee chair positions will be taken from the floor at the May General meeting. A voice vote is sufficient when there is only one nominee for each office. Voting by secret ballot is required when there is more than one nominee for a position.

Section 3 An officer may resign by written notification to the Secretary. In the event the Secretary position is vacant, written notification will be sent to the President. Any member of the PTO Board missing two (2) consecutive meetings without notifying the President, Secretary, or Parliamentarian will be considered to have resigned. A vacancy occurring in an office during the fiscal year will be filled by election by a majority vote of the current Executive Board.

Article VI – Duties of the Executive Board and Committee Chairs

Section 1 a. The President, Vice President, Secretary, Treasurer, VIPS Coordinator, Parliamentarian and Principal of Quail Valley Middle School, or a representative as appointed, comprise the Executive Board of the PTO.

b. The duties of the Executive Board will be to transact necessary business between PTO meetings, to designate expenditures of the funds, to approve the plan of work activities of the standing committee chairs and adhere to a budget for the fiscal year. As needed, the Executive Board may prepare an organizational chart on an annual basis to depict which Executive Board positions will oversee each committee.

c. The Executive Board members are responsible for the accuracy and timely submission of all required FBISD forms (ex. Child Nutrition) and approvals (i.e. fundraisers, etc.) for the respective assigned committees as described below.

Section 2

a. The President will preside at all meetings of the PTO and Executive Board, will be an ex-officio member of all committees, and will perform other duties as prescribed in these bylaws or as assigned to him or her by the PTO or School Administration. The President is entitled to a vote only in the event of a tie.

b. The Vice President will act as an aide to the president and will perform the duties of the president in the absence of that officer. As a member of the Executive Board, the Vice President will chair the nominating committee and oversee the annual audit process and any committee chairs as outlined on the organizational chart.

c. The Secretary will keep a record of all the meetings of the PTO and electronic votes of the Executive Board, conduct the correspondence of the PTO, oversee committee chairs as outlined on the organizational chart and perform other duties delegated to the office.

d. The Treasurer will receive and deposit all monies of the PTO, keep an accurate record of receipts and expenditures, and pay out of funds of the PTO as authorized by the PTO and/or the Executive Board. The Treasurer will make the appropriate level report at the Executive Board, monthly board, and general meetings. The financial books will be audited annually. The Treasurer will complete and submit for filing with the Internal Revenue Service the PTO's annual non-profit federal income tax return and state sales tax return. The treasurer must adhere to all FBISD financial guidelines and money handling procedures and ensure that the appropriate financial controls (checks and balances) are followed. The Treasurer will chair the budget committee that prepares the PTO budget for approval at the May general meeting. In addition to the Treasurer, the budget committee will be composed of the President and at least one (1) other Executive Board member and two (2) committee chairs.

e. The VIPS Coordinator is responsible for securing volunteers to support programs and events and clocking hours of parent volunteers and oversee any committee chairs as outlined on the organizational chart. The VIPS Coordinator has a direct link to the district VIPS and should attend district VIPS meetings.

f. The Parliamentarian will be familiar with Robert's Rules of Order parliamentary procedures and will, upon the request of the presiding officer, rule upon matters of procedure. The Parliamentarian will also determine quorums and tabulate votes at all Board, General Election and Special Meetings. The Parliamentarian will maintain order at all Board Meetings, keep the bylaws in a designated book, and enforce the provisions of the bylaws.

Section 3

a. Committees will be created by the Executive Board as deemed necessary to promote the objectives of the PTO and to carry out the work of the PTO. Each

committee chair is accountable to the Executive Board via the President and are required to seek guidance for all proposed activities. For projects, the President may delegate such oversight to another Executive Board member. The committee chair must complete a Project Planning Worksheet and obtain Executive Board approval prior to the implementation of any and all initiatives.

b. Committee chairs should assist the Executive Board members in preparing all FBISD paperwork and forms. chairs will conduct committee meetings, as needed, to plan and execute approved initiatives and activities.

c. The chair of each standing committee will attend all PTO board meetings and present a plan of work for approval. Committee work plans must receive the consent of the Executive Board prior to execution.

d. The assigned committee structure may be modified as necessary to meet the needs of the PTO and the School. Modifications to the structure require a majority vote of the Executive Board.

Section 4

a. The Membership Chair will coordinate the annual PTO membership campaign and maintain the membership database.

b. The Hospitality Chair coordinates efforts to show appreciation for QVMS faculty and staff. The chair will collaborate with School administration to schedule dates for hospitality events.

c. The Fundraising Chair is responsible for, but not limited to, the coordination of major fundraisers and special projects implemented to raise funds (e.g. box tops, etc.).

d. The Communications Chair is responsible for keeping the QVMS PTO website up to date and functional, with appropriate links to the QVMS and/or FBISD website content. These duties include the PTO e-newsletter and the renewal of the website address and domain name with the appropriate approvals.

e. The Spirit Wear Chair will monitor the spirit wear inventory and make recommendations to the Vice President for re-orders, new designs and/or new items.

f. The Socials Chair makes recommendations on the themes and timing of the socials planned during the school year. The chair is also responsible for coordinating all aspects of the event.

g. The 8th Grade Exit Party Chair takes the lead on the planning and coordination of the 8th grade exit party. The 8th grade exit party is not a fundraising activity and should be self-funded by ticket sales, student fundraisers

and PTO contributions. It is recommended that at least one (1) 7th grade parent or guardian is selected to serve on the committee for continuity purposes.

h. The Servant Leader Chair serves as a liaison to the district to secure dates and requested items for donation drives at the School. The chair plans, organizes and publicizes the drives and ensures all donated items are delivered to the designated agency. The Servant Leader chair is able to attend the district Shared Dreams meetings. The Chair will hold up to 2 service projects that will involve the whole school. This event may be held during the day with some prep work before and after school.

i. The Career Day Chair oversees the planning and execution of the annual 8th grade Career Day. It is recommended that at least one (1) 7th grade parent or guardian is selected to serve on the committee for continuity purposes.

j. The Community Outreach Chair will reach out to local businesses and restaurants to set up to 3 spirit nights a month. The chair will also reach out to local businesses and the community to partner with QVMS PTO for sponsorship.

Article VII – Meetings

Section 1 The rules contained in Robert’s Rules of Order Revised will govern PTO meetings in all cases in which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of the PTO. All Board meeting (Executive or General) voting procedures will follow Robert’s Rules of Order.

Section 2 a. Board meetings of the PTO will be held monthly. The meeting schedule is subject to change by the Executive Board.

 b. Special meetings of the Board may be called by the President or any other Executive Board member.

 c. Quorum at all meetings of the Board will be constituted by a majority of the executive board and committee chairs. Where executive board positions or committees are led by co-chairs, only one (1) vote is permitted on behalf of that position. To ensure productivity at Board meetings and reduce the negative impact on quorum, failure to attend (3) regular meetings of the board, without cause, will result in the loss of voting privileges for the fiscal year but, as noted in article VIII, may be removed from office.

 d. Board (Executive board and committee chairs) approval is required for all expenditures from the Project Fund. The Project Fund is a budgeted pool of money for non-recurring needs of the School or PTO that may arise during the fiscal year.

e. In the event there is an urgent, time sensitive motion needed between meeting dates, voting by email is permissible for urgent matters as determined by the President. Majority participation of the Board is required. All board members should be included in the email chain (use “reply all”). The procedures for email voting are:

1. The president calls for a motion to the general board.
2. A motion is made.
3. The President emails a motion to the Board requesting a second. Once the motion is seconded, the President calls for discussion. The discussion is open for 24 hours.
4. After the 24 hour discussion period, the President closes the discussion and calls for a vote.
5. Board members have 24 hours to submit their vote by replying to all.
6. The President closes voting and reports the results.
7. The Secretary should keep a copy of all related email vote communications and report any electronic votes at the next monthly meeting.

Section 3 a. General PTO meetings will be held at least twice per year - once during the fall semester and one in May. Notice of meetings will be made at least 21 days in advance.

b. In the event a vote is needed during a General meeting, the procedures are:

1. The President will call for a motion from the floor. Only members in good standing can make a motion.
2. The motion must be seconded by another eligible attendee before the vote can take place.
3. The President then calls for a voice vote.
4. The minutes should reflect who made the motion, who seconded the motion, and whether or not the motion was approved.

c. The last General PTO meeting of the school year will be the May meeting at which the budget for the next fiscal year is reviewed, discussed and voted on. In addition, the new officers will be elected at the May meeting.

d. Quorum for General PTO meetings is all members in good standing who are present for the meeting. All actions brought to a vote at a general meeting will require majority rule to be approved.

Article VIII – Removal from Office

A board member may be removed from office by a majority vote of the board for any of the following reasons: failure to perform duties, criminal misconduct or unethical behavior, violation of any district guidelines, internal controls or policies; misconduct, or failure to attend three (3) regular meetings of the board, without cause. Two (2) weeks prior to taking such action, the President or Secretary will send the impacted board member a removal notification via email. The vacancy will be filled by election by a majority vote of the current Executive Board at any time during the fiscal year.

Article IX – Amendments

These bylaws may be amended at any General meeting of the PTO by a majority vote of the members present and advance notice of the proposed changes is given twenty-one (21) days prior to the vote.

Article X – Dissolution

In the event of dissolution of the PTO its assets will be distributed for one or more of the exempt purposes specified in Section 501(C)*(3) of the Internal Revenue Code of 1954 as amended.

Article XI – Refunds and Returns

This policy pertains to the QVMS events held in supervision of the PTO, either on or off campus. PTO will not be able to reverse any sold transactions under any circumstances unless the PTO cancels an event or cannot fulfill a purchase. It is up to the students and parents to maintain their own good standing report with the school.

Article XII – Conflict of Interest Policy

Section 1 Purpose - The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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 director, principal officer, 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:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 3. 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.
- c. **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 Article III, Section 2, 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 directors and members of committees with governing board delegated powers 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 governing 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 if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. 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.

2. 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.
3. 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.
4. 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 Conflicts of Interest Policy

1. 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines 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 director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 Periodic Reviews

To ensure 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, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management 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 insurance, impermissible private benefit or in an excess benefit transaction.

Section 8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XIII – Social Media Policy

Content on all social media outlets used by the PTO must:

- a. Be civil, cordial and relevant.
- b. Be inclusive for all groups.
- c. Avoid using acronyms like, “PTO speaks” which would be unclear or confusing to all the parties involved.
- d. Not have endorsements, promotion or solicit on behalf of any business, product or service unless a corporate membership has been provided.
- e. Not have advertising for third parties in comments, posts, or any other form.
- f. Not endorse any candidate or political party.
- g. Be verified for action.
- h. Obtain permission from individuals prior to posting photographs and videos on any public domains.
- i. Have the ability for admins to delete posts that violate any of the aforementioned social media policies.
- j. Allow users to be removed from social media outlets if the social media policy is violated more than 3 times. Proper documentation showing 3 offenses must be produced to substantiate removal circumstances if asked.

**QUAIL VALLEY MIDDLE SCHOOL PARENT TEACHER ORGANIZATION
(PTO) BYLAW COMMITTEE**

Bylaws amended August 16, 2023

- 1. Bhavna Bindal**
- 2. Nehal Dave**
- 3. Pamela Chee**

President, Vice President, and Parliamentarian