

**GARDEN OAKS MONTESSORI MAGNET PTO  
BYLAWS**

Adopted: May 20, 2011  
Amended: April 12, 2012  
Amended: December 3, 2015  
Amended: February 12, 2019  
Amended: May 29, 2019  
Amended: April 22, 2020  
Amended: May 9, 2023

**Article I – Name**

The previous name of the organization was the Garden Oaks Elementary PTO, Inc. The name of the organization going forward shall be the Garden Oaks Montessori Magnet PTO, Inc.

**Article II - Purpose**

The purpose of the Garden Oaks Montessori Magnet PTO is to support public Montessori education, enhance the educational experience, and develop a closer connection between school and home by encouraging parent involvement through volunteer and financial support at Garden Oaks Montessori Magnet.

**Article III - Members**

**Section 1.** Membership in the Garden Oaks Montessori Magnet PTO is on an annual basis and shall be open, without discrimination, to anyone who believes in and supports the purpose of the organization. All members shall have voting rights.

**Section 2.** Annual dues will be established by the Executive Board.

**Article IV - Officers and Elections**

**Section 1.** Officers. The officers shall be a President, Three (3) Vice Presidents, Secretary, and Treasurer.

**a. President.** The president shall preside over meetings of the organization and Executive Board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served. The president shall coordinate the calendar of events with the school and any other affiliated organizations. The president will also collaborate with Technology and Middle School Committee.

**b. Vice Presidents.**

1. First Vice President (Education & Training) shall:

- be in charge of organization and maintaining inventory of Montessori materials for all grade levels
- be the liaison between the teachers and PTO for Montessori certification grants and teacher requests, including reimbursing teachers with supply fee, and
- collaborate with education teams to identify and carry out educational and training objectives for the school year (e.g., Field Trips, Montessori Advocates, Room Parents, Teacher Liaison, HISD Liaison, etc.)
- carry out the president's duties in his or her absence or inability to serve (in their designated order)

2. Second Vice President (Fundraising) shall:

- collaborate with fundraising teams to identify main fundraising objectives and execute such objectives for the school year (e.g., Fall Festival, FunRun, Gala, Fringe, GoGear, etc.)
- carry out the president's duties in his or her absence or inability to serve (in their designated order)

3. Third Vice President (Community Engagement) shall:

- be in charge of community building initiatives
- collaborate with community building teams to identify main community building objectives and execute such objectives for the school year (e.g., Beautification, Hospitality, Welcoming Schools, Yearbook, etc.)
- carry out the president's duties in his or her absence or inability to serve (in their designated order)

**c. Secretary.** The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, and schedule and send notices of meetings (e.g., all PTO related meetings) to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

**d. Treasurer.** The Treasurer and Bookkeeper shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at every Executive Board meeting and quarterly PTO meetings and at other times of the year when requested by the Executive Board and make a full report to the Executive Board as soon as practicable after the end of the fiscal year. The Treasurer and Bookkeeper will be responsible for coordinating insurance policies, IRS tax and Secretary of State required filings, including tax returns and franchise tax reports.

**Section 2. Nominations and Elections.** The President will announce the executive board positions up for re-election at the fourth-to-last General PTO meeting (typically February). Any member of the PTO can submit any candidate for each executive office up for re-election to the President by one week prior to the third-to-last General PTO meeting of the year (typically March). The President will present the slate at a regular meeting at least three months before the

last regular meeting of the school year (typically March). At that meeting, nominations may also be made from the floor. If the slate is uncontested, meaning no more than one person is running for an office, the vote may be taken immediately at that meeting by a voice vote. If the slate is contested and more than one person is running for an office, a ballot vote shall be taken at the second-to-last regular meeting of the school year (typically April).

**Section 3. Eligibility.** Individuals are eligible to serve as officers if they are members of the Garden Oaks Montessori Magnet PTO and are a parent or guardian of a current Garden Oaks Montessori Magnet student, a faculty member or staff member. Exceptions may be recommended by any PTO member and approved by a 2/3 vote of the Executive Board. Faculty and staff members must comply with HISD policies. Pursuant to HISD Board Policy, no employee of HISD may serve as treasurer. All PTO board members, including officers, must be eligible to serve as a Houston ISD Volunteer in Public Schools.

**Section 4. Terms of Office.** Officers are elected for two years and may serve no more than two consecutive terms in the same office. An officer who has served more than one-half of a term shall be credited with having served that term. Each person elected shall hold only one office at a time. Officers shall assume their official duties on July 1 and hold office through the following June 30, except when those dates are changed by a majority vote of the then-acting Executive Board.

**Section 5. Vacancies.** If there is a vacancy in an office the Executive Board will elect a person to fill the position for the unexpired term by a majority vote. If there is a vacancy in the office of president, the vice presidents will serve as president in the order indicated above (i.e., VP of Education, VP of Fundraising, VP of Community) for the remainder of the term.

**Section 6. Removal From Office.** By two-thirds (2/3) vote of the Executive Board an officer or chairperson shall be removed from office for failure to perform duties, missing three consecutive meetings, criminal misconduct or unethical behavior in PTO business. At least 24 hours written notice of the Executive Board meeting where the vote will take place is required.

## **Article V - Meetings**

**Section 1. Regular Meetings.** There shall be a minimum of four regular meetings per year at a time and place determined by the Executive Board. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, introducing officers elected (if applicable) at the previous meetings and conducting other business that should arise. The secretary will notify the members of the meetings in a flyer sent home with the students and/or through the online parent information system at least one week prior to the meeting.

**Section 2. Special Meetings.** Special meetings may be called by the president, any two members of the Executive Board, or five general members submitting a written request to the secretary. Special Meetings can be conducted by in-person, via phone, Zoom, and/or other forms of electronic communication available to the members. The secretary will notify the members of the special meeting in a flyer sent home with the students and/or through the online parent information system at least one week prior to the meeting.

**Section 3. Quorum.** The quorum shall be 10 members of the organization.

**Section 4. Emergency Voting.** In an emergency situation, the Executive Board may be allowed to vote by phone, Zoom, email, or other forms of electronic communication if authorized by the president. Members have twenty-four (24) hours to cast their votes. A two-thirds (2/3) vote of the entire Executive Board is required for adoption, and the vote shall be recorded at the next Executive Board meeting.

## **Article VI - Executive Board**

**Section 1. Membership.** The Executive Board shall consist of the 6 elected officers: President, First Vice President (Education & Training), Second Vice President (Fundraising), Third Vice President (Community Engagement), Treasurer and Secretary.

**Section 2. Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meetings, approve the plan of work for each officer and committee chairperson, create standing rules and policies, create standing and temporary committees, prepare and submit an annual budget for the upcoming fiscal year and submit to the membership, approve routine bills within the limits of the budget, prepare reports and recommendations to the membership, and fill vacancies of officers and chairpersons.

**Section 3. Meetings.** Executive Board meetings shall be held monthly, to be determined by the board. Special meetings may be called by any two board members, with 24 hours written notice.

**Section 4. Quorum.** Half the number of board members plus one constitutes a quorum.

**Section 5. Term of Office.** Any Executive Board member whose term is not otherwise specified in these bylaws shall serve a term of one year, beginning on July 1, and hold office through the following June 30, except when those dates are changed by a majority vote of the then-acting Executive Board.

## **Article VII – Committees**

**Section 1. Membership and Chairpersons.** Committees may consist of members and board members, with the president acting as an ex officio member of all committees. Committee chairpersons shall be appointed by the Executive Board at the last meeting of the school year, and shall serve a term of one year, beginning on July 1, and hold office through the following June 30, except when those dates are changed by a majority vote of the then-acting Executive Board. Committee leads must provide regular updates on their upcoming initiatives.

**Section 2. Standing Committees.** The following committees shall be held by the organization: Arts and Enrichment, Campus Beautification and Environmental Science, Communications, Fundraising, GO Gear, Grant Writing, HISD Board Liaison, Hospitality, Middle School Committee, Montessori Advocates, Room Parent Coordinator, and Teacher Liaison.

**a. Arts and Enrichment.** Shall coordinate arts and enrichment activities with the school and work with the school to help sponsor and/or plan field trips and support cultural events on campus.

**b. Campus Beautification and Environmental Science.** Shall be in charge of landscaping, maintaining the school grounds, and coordination with the environmental science programs and activities in accordance with the Environmental Science Magnet Program requirements and recommendations from the school principal. Shall coordinate the Environmental Science Fair each Spring.

**c. Communications.** Shall be responsible for the publication of PTO flyers, maintaining current information on the PTO website, posting news and announcements to the Garden Oaks Montessori Magnet online parent notification system, updating the PTO bulletin board on a regular basis if applicable, and the publication of the annual yearbook. Shall coordinate Spanish translation for all materials distributed to members.

**d. Fundraising.** Shall be responsible for Fringe, Fun Run (or a similar event), Fall Festival/Pancake Breakfast and Silent Auction, one gala-type event and any other fundraising activities approved by the Executive Board.

**e. Go Gear.** Shall manage Garden Oaks Montessori Magnet T-shirt and merchandise ordering and sales.

**f. Grant Writing.** Shall work with Executive Board Members and Chairs to research, write and apply for grants.

**g. HISD Board Liaison.** Shall represent Garden Oaks Montessori at HISD Board meetings and provide updates to the school community regarding changes to the HISD School Board Policies that may impact our campus. Further they will provide advocacy opportunities in fulfillment of the social justice component within Montessori Education.

**h. Hospitality.** Shall coordinate hospitality, including childcare if offered, for regular PTO meetings and other social functions for members, the Ice Cream Social at Spark Park, the Boo-Hoo Breakfast, the holiday luncheon, gifts for faculty and staff, and teacher appreciation week.

**i. Middle School Committee.** Shall oversee Middle School events (community, education, and fundraising events, including field trips).

**j. Montessori Advocates.** Shall coordinate a community for parents to share ideas about Montessori education, support Montessori education events at the school, and create Montessori resources for parents.

**k. Room Parent Coordinator.** Shall organize and communicate with room parents to foster volunteers and PTO involvement.

**l. Teacher Liaison.** Shall act as a liaison between the teachers and PTO members, including

providing education to PTO members about Montessori education in the classroom and at home.

**Section 3. Committees Adjustments.** Chair positions may be adjusted at the discretion of the Executive Board to meet the needs of the PTO.

### **Article VIII -Finances**

**Section 1.** A tentative budget shall be drafted in the fall for each school year and approved by a simple majority vote of the members present at the first meeting of the school year.

**Section 2.** The treasurer and finance committee shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** The Executive Board shall approve all expenses of the organization.

**Section 4.** Two authorized signatures shall be required on each check. Authorized signers shall be the president, treasurer/finance committee, and/or the secretary.

**Section 5.** The President shall appoint an audit committee, that shall consist of a minimum of three committee members, one Executive Board member and two members at large, and shall meet once a year to review the financial report and records. The review shall occur at the conclusion of the fiscal year. The treasurer and president cannot serve on the committee, but shall be available to answer questions that may arise. The committee shall report its findings to the Executive Board; the president shall take any appropriate action and report the findings to the members at the next regular meeting.

**Section 6.** The treasurer/finance committee shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

**Section 7.** Upon the dissolution of the organization, any remaining funds shall be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

**Section 8.** The fiscal year shall begin on July 1 and end on the following June 30.

### **Article IX -Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

### **Article X -Standing Rules**

Standing rules may be approved by the Executive Board and the secretary shall keep a record of the standing rules for future reference.

### **Article XI -Dissolution**

The organization may be dissolved at any regular or special meeting, provided that notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, email, or in a flyer sent home with the students, or disseminated electronically through a school communication system at least 10 days prior to the meeting. A two-thirds vote of those present at the meeting (assuming a quorum) is required for dissolution.

## **Article XII -Amendments**

These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by postal mail, email, or in a flyer sent home with the students or disseminated electronically through a school communication system at least 10 days prior to the meeting. A two-thirds vote of those present at the meeting (assuming a quorum) is required to amend these bylaws.

## **Article XIII -Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's 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:

i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement:

ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

iii. 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. "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 Section 3b, 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 who are 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 whether a conflict of interest exists.

#### **c. Procedures for Addressing the Conflict of Interest.**

- i. 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.
- ii. 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
- iii. 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.
- iv. 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. Inconformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **d. Violation of the Conflict of Interest Policy.**

- i. 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.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that 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.

**d.** All officers of the PTO are volunteers and are not compensated by the organization for their service to the PTO.

**Section 6. Annual Statements.** Each director, principal officer, and member of a committee with a governing board-delegated powers shall annually sign a statement which affirms that such person:

**a.** Has received a copy of the conflict-of-interest policy.

**b.** Has read and understood the policy.

**c.** Has agreed to comply with the policy.

**d.** Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews.** To ensure that 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, are based on competent survey information, and are 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 inurement, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, the use of said experts shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.