

**BYLAWS OF THE CARNEGIE VANGUARD HIGH SCHOOL
PARENT TEACHER ORGANIZATION
Effective as of May 15, 2007**

ARTICLE I: GENERAL PROVISIONS

Section 1. Name

The name of this organization shall be the Carnegie Vanguard High School Parent Organization (PTO).

Section 2. Membership

A. General Membership

1. General membership shall be open to all parents, legal guardians and caretakers of students enrolled in, and teachers and staff members of, Carnegie Vanguard High School (CVHS) who have registered as a member on the form provided for that purpose.
2. Except as otherwise provided in those Bylaws, each general member shall be eligible to do the following:
 - a. Vote at a regular or special meetings.
 - b. Serve as a member of the Executive Board.
 - c. Serve as a committee chairperson.
3. The PTO shall conduct an annual membership enrollment, but persons may be admitted at any time during the year.
4. Proper registration as a general member shall entitle each member to one vote at the general or special meetings of the PTO. Only general members whose registrations are current shall be considered in good standing and retain their right to vote or run for office.

B. Honorary Membership

The Executive Board may confer honorary membership status on any individual in recognition of service or contribution to the PTO. This honorary membership status is conferred without voting rights.

Section 3. Dues

Payment of dues shall not be a requirement for general membership. Donations of any amount in lieu of dues will be accepted at any time following registration for general membership.

Section 4. Purposes

A. Specific Purposes

The specific purposes of the PTO shall be as follows:

1. To establish a support group for CVHS students.
2. To promote and provide social and cultural opportunities for CVHS students.
3. To improve the CVHS school environment.
4. To foster development of the gifted and talented program at CVHS and other gifted and talented programs both within and without the Houston Independent School District (HISD).

B. General Purposes

This organization is organized exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any further federal tax code. No part of the net earnings of this organization shall inure to benefit of, or be distributable to, its members, trustees, officers or private persons, except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I, Section 4. No substantial part of the activities of this organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, this organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5. Meetings of the Membership

A. General Meetings

1. General membership meetings shall be held at least six times a year.
2. The Executive Board shall establish the dates and times of the year's general meetings during its first regular meeting and shall give effective notice of this schedule to all members in the manner prescribed in these Bylaws.

B. Special Meetings

1. Unscheduled meetings of the general membership may be called for special purposes by the President or the Executive Board if (a) a majority of the Executive Board concurs, and (b) all members are given effective notice of the meeting in the manner prescribed in these Bylaws.
2. Business and voting decisions at special meetings shall be limited to those issues for which the meeting was called.

C. Procedure

All PTO business conducted during both general and special meetings shall be conducted in accordance with these Bylaws, any applicable Executive Board policies and Robert's Rules of Order. In the event of a conflict among these authorities, these Bylaws shall take first priority, applicable Board policies shall take second priority and Robert's Rules of Order shall take third priority in deciding which shall govern.

Section 6. Notice of Meetings; Quorum; Voting

A. Notice of General Meetings

Effective notice of general meetings shall be deemed given and the meetings duly called by posting the date, time and location of each meeting on the website maintained by the PTO as soon as possible after the schedule of meetings is established but at least 10 days in advance of the date of each meeting. Effective notice of a change in date, time or location of a general meeting shall be deemed duly given if posted on the website maintained by the PTO at least 10 days in advance. If less than 10 days, effective notice of the change shall be deemed given if given in the manner specified for notice of special meetings.

B. Notice of Special Meetings

Notice of any special meeting of members called as provided in these Bylaws shall be deemed properly given and the meeting duly called so long as the members are given effective notice at least one week in advance of the date of the meeting. Effective notice shall be deemed given and delivered if the time, date, location and purpose of the meeting have been reported to each member by any of the following (1)Email communication to the member family at any Email address given upon membership registration, (2)oral communication by telephone message left at any phone number given upon membership registration (or evidence that one attempt was made to reach the member at such phone number) or (3)written communication postmarked 10 days prior to the date of the meeting and addressed to the mailing address given by such member upon membership registration.

C. Quorum

In order to conduct business at all duly called meetings of the PTO, the members present shall constitute a quorum.

D. Voting

Each member in good standing shall be entitled to one vote on matters upon which the general membership is entitled to vote.

Section 7. Fiscal and Membership Year

The fiscal year of the PTO shall be from June 1 through May 31. This period shall apply for reporting to the Internal Revenue Service and any other federal or state authority and shall also be the period applicable to membership registration.

ARTICLE II: EXECUTIVE BOARD

Section 1. Members

The Executive Board shall consist of all the elected officers listed in Article II, Section 2 below, the immediate Past President (as applicable), the Faculty Representative and the Principal of the school *ex officio*.

Section 2. Elected Officers and Duties.

The officers listed below shall be elected in the manner specified in these Bylaws by the general membership. Each officer shall be entitled to one vote on matters subject to Executive Board vote. The individual duties of each officer shall be as follows:

A. President

1. The President shall preside at all special and general meetings of the PTO.
2. The President shall preside at all Executive Board meetings.
3. The President shall supervise the execution of all approved plans and programs of the PTO.
4. The President shall appoint committees and chairs as follows:
 - a. The President shall appoint the chairpersons of the standing committees listed in Article III below as and when specified in these Bylaws.
 - b. The President shall appoint the members of the annual committees listed in Article III below as and when specified in these Bylaws.
 - c. The President may appoint special committees and/or chairpersons in accordance with Article III below as needed to carry out the PTO's plans and programs.

- d. The President shall fill chair vacancies as and when necessary.
5. The President shall be responsible for preparing an agenda for all general, special and Executive Board meetings.
6. The President shall work with the Treasurer to ensure timely filing of all reports and returns required by state and federal authorities, including but not limited to the Internal Revenue Service.

B. First Vice President (Fundraising and Development)

1. The First Vice President shall assist the President and other Vice Presidents in the discharge of their duties.
2. The First Vice President shall occupy the chair of the President in the President's absence or upon his or her request.
3. When performing the duties of the President, the First Vice President shall have all of the powers and be subject to all restrictions of the President.
4. The First Vice President shall be responsible for PTO fundraising sales, facilities development efforts and business partnerships, as well as chairing the Business Development/GATE Campaign Committee.

C. Second Vice President (Membership and Communications)

1. The Second Vice President shall assist the President and other Vice Presidents in the discharge of their duties.
2. The Second Vice President shall be responsible for PTO communications and membership and shall chair the Communications Committee.
3. The Second Vice President shall keep a list of all current members and shall provide this list to the President and Secretary for voting purposes and to other Executive Board members and committee chair as needed for other purposes.

D. Third Vice President (Volunteers and Special Events)

1. The Third Vice President shall assist the President and other Vice Presidents in the discharge of their duties.
2. The Third Vice President shall be responsible for PTO programs and special events.
3. The Third Vice President shall utilize general membership and other available information to recruit volunteers throughout the year and refer them to applicable community chairs.
4. The Third Vice President shall encourage school volunteers to register with HISD and report hours of service to the Volunteers in Public Schools (VIPS) office of HISD and shall also work with the school staff to recognize volunteers at the school and district levels.

E. Secretary

1. The Secretary shall keep a true and correct record of all the business proceedings of both the Executive Board and the general membership and shall prepare and distribute minutes of these proceedings for approval by the group to which they pertain.
2. The Secretary shall be responsible for receiving and delivering communications as requested by the President or the Executive Board and for conducting communications as requested by the President or the Executive Board.
3. The Secretary shall keep an updated roster with the contact information of the Executive Board members and the committee chairs.

F. Treasurer

1. The Treasurer shall receive all monies payable or paid to the PTO on behalf of the PTO.
2. The Treasurer shall pay out funds in accordance with the annual budget approved by the general membership. Until such time as the annual budget is approved, the Treasurer may pay out funds only as authorized by the Executive Board.
3. The Treasurer shall maintain accurate books and records of the monies received and disbursed on behalf of the PTO. These responsibilities shall include reviewing and balancing the periodic statements issued by any financial institution at which the PTO maintains a depository account and otherwise administering any such accounts.
4. The Treasurer shall present a statement of account at every general meeting of the PTO, provided that it has been at least four weeks since the last general meeting, and at other times when requested by the Executive Board. At the end of the fiscal year, the outgoing Treasurer shall prepare an annual report for the Executive Board and shall present it by the 15th of July.
5. The Treasurer shall provide information and records as requested by the Executive Board to assist it in preparing and submitting the annual PTO budget for approval by the general membership.
6. The Treasurer shall coordinate the preparation and timely filing of all reports and returns required by state or federal authorities, including but not limited to the Internal Revenue Service.
7. The outgoing Treasurer shall work with the incoming Treasurer to provide all information and records necessary to enable the annual examination of PTO accounts to be conducted by the Financial Review Committee established in Article III of these Bylaws in a timely manner.

G. Parliamentarian

The Parliamentarian shall advise the President as to how to conduct the PTO meetings and activities in compliance with these Bylaws, Executive Board policies and/or Robert's Rules of Order. The Parliamentarian shall be responsible for maintaining and providing upon request up-to-date copies of these Bylaws and current Executive Board policies.

Section 3. Immediate Past President

The Immediate Past President shall automatically serve on the Executive Board for an additional year subject to the following: (A) the Immediate Past President's agreement to serve an additional year on the Executive Board in such capacity, (B) the Immediate Past President being otherwise qualified to serve in such capacity under the provisions of these Bylaws, and (C) all other provisions of these Bylaws. The Immediate Past President shall be entitled to one vote on matters subject to Executive Board vote.

Section 4. Faculty Representative

The Faculty Representative shall be the liaison between the Executive Board and faculty of CVHS. The Faculty Representative shall be recommended to serve by a vote of the faculty and approved by the Executive Board. The Faculty Representative shall serve for a term of one year, to coincide with the term of the Executive Board members, and may serve for two consecutive terms. The Faculty Representative shall be entitled to one vote on matters subject to Executive Board vote.

Section 5. Principal (ex officio)

The CVHS school principal shall be considered a member of the Executive Board for purposes of attending the meetings and participating in discussions, but shall not have a vote on matters subject to Executive Board vote.

Section 6. Authority and Meetings

A. Authority and Duties

The Executive Board shall be authorized to carry out or delegate to committees the day-to-day activities necessary to implement the decisions, policies, and projects approved by the general membership. The Executive Board may create standing, annual and special committees as needed for such purposes and may adopt written policies for such purposes as provided in these Bylaws. The members of the Executive Board shall serve as liaisons with any committees created by it as further set forth on Appendix A to these Bylaws.

B. Meetings; Quorums; Vote

1. The Executive Board shall at its first regular meeting establish the schedule for regular Executive Board meetings, which meetings shall be open to all PTO members. The Executive Board shall give effective notice to the general membership of the date, time and location of its regular meetings, and any changes, in the same manner as prescribed in these Bylaws for the giving of notice of general membership meetings.
2. The Executive Board may hold special meetings by telephone, Email or other written communication or in person without prior notice to the PTO membership. Notice of the date, time, location and purpose of any such meeting must be given to each Executive Board member within a reasonable time prior to the meeting and may be given in any form authorized elsewhere in these Bylaws for the giving of notice. Any action taken at such meeting shall be for the limited purpose called and shall be reported at the next regular Executive Board meeting.
3. A majority of members of the Executive Board who are entitled to vote shall constitute a quorum for a vote of the Executive Board.
4. Each Executive Board member with authority to vote may cast one vote on any matter requiring a vote of the Executive Board.
5. Unless otherwise specified in these Bylaws, any action of the Executive Board requiring a vote shall be approved by a majority vote of those Executive Board members voting, so long as a quorum is present.

C. Policies

The Executive Board may from time to time by majority vote adopt written policies and procedures that shall govern (1) the manner in which the Executive Board considers requests for funds from students, faculty and other groups working with CVHS, (2) the management of PTO funds and (3) any other matter deemed necessary or appropriate by the Executive Board. These policies shall continue in effect from year to year and shall be binding on successive Executive Boards, but they may be amended, replaced or terminated by a majority vote of any Executive Board then in office at its election.

D. Budget and Expenditures

1. As soon as is feasible following its first regular meeting, the Executive Board shall prepare an annual operating budget for the PTO based on estimates of expected revenues and spending needs. In preparing the budget, the Executive Board will consult the chair of each standing, annual and special committee. The Executive Board will submit its proposed budget for consideration and adoption by the general membership no later than the end of October of the fiscal year. The budget shall provide for a carryover of a minimum balance from year to year of at least \$5,000 to provide operating funds during the interim period between the end of the fiscal year and the adoption of the budget for the following year.
2. The Executive Board shall oversee the administration of the budget and disbursement of funds by the Treasurer. The Treasurer is authorized to pay all amounts incurred or payable up to the amount approved for that category of expenditure in the budget, and any expenses exceeding the budgeted amount for a given category by \$250.00 or 10% whichever is less, without prior Executive Board approval. The Treasurer must have the approval of the Executive Board to make all other disbursements of funds.
3. Except as otherwise provided in these Bylaws, expenses not allocated in the budget must be approved for payment by a vote of the Executive Board at a regular or special Executive Board meeting. The Executive Board may amend the budget during the year as it deems necessary to further the plans and programs of the PTO, so long as each such amendment is disclosed and explained to the general membership at the next meeting of the members following its adoption. The President or Executive Board may authorize the Treasurer to pay expenses not allocated in the budget that so not exceed \$100.00, if such expenses are deemed by the President or Executive Board to be necessary for emergency or miscellaneous purposes, and such payment shall not require an amendment of the budget.

E. Safekeeping of Funds

The Executive Board shall maintain with at least one appropriate financial institution one or more depository accounts, at least one of which shall be an account with check writing privileges, into which PTO funds shall be deposited and from which PTO funds shall be disbursed. At least three members of the Executive Board, comprised of the Treasurer, President and the First Vice President, shall be authorized signatories on these accounts. The Executive Board shall establish one or more written policies governing any aspects of handling PTO funds it deems necessary to be delineated in writing and not otherwise provided for in these Bylaws.

Section 7. Election of Officers

A. Presenting the Slate of Candidates

The Nominating Committee established in Article III of these Bylaws shall recruit a slate of candidates chosen from the membership for all officers to be elected to serve during the subsequent fiscal year as provided in these Bylaws. All candidates recruited by the Nominating Committee shall be contacted prior to the announcement of the slate of candidates and shall signify their willingness to serve in the office for which they are being nominated. The slate shall then be communicated, by any of the means in which effective notice of special membership meetings is permitted by these Bylaws to be delivered, to the Executive Board and the general membership at least 21 days prior to the last general meeting of the fiscal year. Once so communicated, the slate of candidates shall not be changed and any interim vacancies occurring in the slate shall remain vacant and nominations taken for any such vacant position from the floor during the meeting at which the election is held.

B. Conducting the Election

The members of the Nominating Committee shall select one of their members to conduct the election. The formal election process for incoming officers shall take place at the last general meeting of the fiscal year. At this meeting, the slated candidates will be introduced to the general membership and further nominations may be made from the floor. After any discussion or presentation deemed appropriate or necessary by the person conducting the election, the vote will be taken in the manner prescribed by the person conducting the election.

C. Taking Office

Newly elected officers shall assume office at the first Executive Board meeting following the close of the preceding fiscal year.

Section 8. Terms. Vacancies

A. Term of Office

Each elected officer shall serve a period of one year to coincide with the fiscal year and shall not hold the same elected office for more than two consecutive years.

B. Vacancies

The Executive Board shall elect a replacement to complete the unexpired term of an elected officer who submits his or her resignation prior to completion of a full term or who for other reasons may not be able to carry out his or her duties for the remainder of his or her term. Any elected officer missing three consecutive Executive Board meetings without a reasonable excuse may be asked by a majority of the remaining Executive Board members to resign and if so, a replacement shall be elected by the Executive Board as soon as possible to finish the remainder of the unexpired term of that officer.

ARTICLE III: Committees

Section 1: Creation and Term of Committees; Duties of Chairs; Vacancies

A. Standing Committees

Standing committees shall be created by the Executive Board as required to promote the objectives and interests of the PTO. The Nominating Committee shall work with its nominee for President to recruit PTO members to fill the standing committee chair positions prior to the election of the incoming Executive Board each spring. The newly-elected President shall then appoint the chair of each standing committee following the President's election at the meeting during which elections take place or as soon thereafter as a chair agrees to serve. The President may appoint co-chairs of any standing committee in the President's discretion. The term of office for standing committee chairs shall be one year and shall coincide with the term of the Executive Board. A list of the current standing committees established by the Executive Board shall be attached to these Bylaws as part of Appendix A and shall be modified by the Executive Board as necessary from time to time without requiring amendment of these Bylaws.

B. Annual Committees

Annual committees have specific purposes and are needed for a limited time each year. Annual committees may be created by amendment to these Bylaws. The committee chairs and members shall be appointed to serve as described in Article III, Section 3 below.

C. Special Committees

Special committees may be created by the President or the Executive Board as required. The chairs of these committees shall be selected by the President, who may appoint co-chairs of any such committee in his or her discretion, and approved by the Executive Board and shall serve for the life of the committee or for the term otherwise specified by the President or the Executive Board. A list of any special committees established by the President or the Executive Board shall be attached to these Bylaws as part Appendix A and shall be modified by the President or the Executive Board as necessary from time to time without requiring amendment of these Bylaws.

D. Duties of Committee Chairs

Each standing and special committee chair shall recruit committee members as needed to accomplish the purposes of the committee and shall administer the work of the committee. Each chair shall work with the Executive Board member designated in the committee description set forth on Appendix A as the committee liaison to the Executive Board and with other Executive Board members and committee chairs as required to accomplish the purposes of the committee. Each chair shall submit a proposed committee or project budget to the Executive Board as requested, showing expected income and expenditures, to enable the annual PTO budget to be established in a timely manner.

E. Vacancies

When the chair of a standing or special committee becomes vacant, the President shall appoint a new chair. When the chair of an annual committee becomes vacant before its work is completed, the remaining members shall choose a new chair from among themselves and, in the event they cannot agree, the Executive Board shall appoint a new chair from the remaining members. The Executive Board shall in addition appoint a new member to fill the vacancy on the annual committee.

Section 2. Appointment of Representatives

The Nominating Committee, the Executive Board or the President may recommend candidates to fill appointed positions on committees established by the CVHS or HISD is so requested by the CVHS school principal and may, in addition, recommend parent representatives to serve as liaisons with various CVHS classes, student organizations or similar groups. Any such positions shall be listed and described on Appendix A and updated as provided in this Article III, Section 1(A) above.

Section 3. Annual Committees

A. Nominating Committee

This committee shall consist of at least three individuals chosen from the membership and appointed by the President in early spring of the year in which elections will be held. The members of this committee shall elect a chair from among their members. This committee shall recruit and nominate PTO members for elected officer positions on the Executive Board and shall recommend PTO members for appointed committee chair positions on the Executive Board and shall recommend PTO members for appointed committee chair positions for the following school year. This committee shall present a proposed slate of candidates and conduct the election of officers as specified in Article II, Section 7 of these Bylaws. This committee shall work with its nominee for President prior to the election to recruit committee chairs and other representatives to be appointed by the incoming President following the election.

B. Financial Review Committee

The Committee shall consist of at least three members who are appointed by the incoming President and approved at the last general meeting of the fiscal year or as soon as is practicable thereafter. One member shall be an outgoing Executive Board member, one member shall be an incoming Executive Board member and one or more member(s) shall come from the general membership at large. The outgoing Treasurer or any prior Treasurer shall not be eligible to serve on this committee. This committee shall appoint a chair from among its members to coordinate the review of the prior year's financial records. A final report of the committee's findings is due to the Executive Board on or before the regularly scheduled Executive Board meeting in September.

ARTICLE IV: AMMENDMENTS

Section 1. Proposed Changes

Members shall be given effective notice within a reasonable time prior to a meeting of members that proposed amendments to these Bylaws will be submitted to the membership at the meeting. The proposed amendments shall then be presented in writing at the meeting and shall, in addition, be posted on the PTO website at least 14 days prior to the meeting held to vote on such changes or amendments.

Section 2. Voting

Members shall be given effective notice, in the manner provided for the giving of notice of special meetings of members, at least 10 days prior to the meeting held to vote on the proposed amendments that such a vote will take place. At the meeting, the following shall take place:

- A. A brief description of the amendments shall be given and an opportunity for discussion of the changes shall follow.
- B. Non-substantive and/or clarifying changes or corrections may be made to the text of the proposed amendments.
- C. A vote will then be taken and an affirmative vote of a majority of those members present and entitled to vote shall be required for acceptance of the proposed amendments.
- D. The amendments shall take effect at the time specified by such amendments.

ARTICLE V: DISSOLUTION

Upon determination by the Executive Board, resulting in an approved vote by a majority of the entire Executive Board then in office and entitled to vote, that the PTO is to be permanently or temporarily dissolved, the current PTO Treasurer will be required to disburse all remaining organizational funds, once all PTO debts and obligations have been satisfied, at the election of the Executive Board as follows:

- A. To the entity specified by the CVHS school principal, to use such funds in a manner consistent with the best interests of the students of CVHS, so long as the entity qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or any other similar provision that qualifies under the tax laws governing the tax exempt status of the PTO, or

B. To the entity specified by the Executive Board which will use the funds for the purpose of advancing the education of gifted and talented students in the Houston metropolitan area, so long as the entity qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or any other similar provision that qualifies under the tax laws governing the tax exempt status of the PTO.

THESE BYLAWS, AMENDED AND RESTATED IN THE ENTIRITY, WERE APPROVED BY A MAJORITY VOTE OF THE MEMBERSHIP AT A MEETING OF MEMBERS DULY CALLED AND HELD MAY 15, 2007, TO BE EFFECTIVE AT THE CLOSE OF THIS MEETING.

Secretary