

**BY-LAWS**  
**OF**  
**MARBLE FALLS ELEMENTARY SCHOOL PTO**

**ARTICLE 1 – NAME**

The name of the Organization is Marble Falls Elementary School PTO, hereafter referred to as “PTO”.

**ARTICLE 2 – NON-PROFIT ORGANIZATION**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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 future federal tax code. The Organization is non-profit, elected board and member controlled PTO (“PTO”) benefiting the Marble Falls Elementary School (“MFES”) students, grounds, and staff.

**ARTICLE 3 – PURPOSES**

The purpose of the PTO is: to promote communication among parents, staff, and administration; to promote the welfare of children and youth in the home, school, and community; to bring into closer relation the home and the school, so that parents and teachers may cooperate intelligently in the education of children and youth.

**ARTICLE 4 – RESTRICTIONS AND REQUIREMENTS**

**1. DISTRIBUTIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) 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.

## 2. TRANSFER OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## 3. LIMITATION ON ACTIVITIES

The PTO shall have no power to engage in activities or use its assets in a manner that are not in furtherance of the legitimate business of a PTO outlined in Article 3.

## **ARTICLE 5 – OFFICE LOCATION AND AGENTS**

### 1. REGISTERED OFFICE AND AGENT

The registered office of the PTO shall be maintained at 1909 Broadway Street, Marble Falls, Burnet County, Texas 78654 in the State of Texas. The initial registered agent shall be the elected President of the PTO. The registered office or the registered agent, or both, may be changed by resolution of the board of directors, upon filing the statement required by law.

### 2. PRINCIPAL OFFICE

The principal office of the PTO shall be at 1909 Broadway Street, Marble Falls, Burnet County, Texas 78654 provided that the board of directors shall have the power to change the location of the principal office in its discretion.

### 3. OTHER OFFICES

The PTO may also maintain other offices at such places within or without the County of Burnet as the board of directors may from time to time appoint or as the business of the PTO may require.

## **ARTICLE 6 – MEMBERS**

### 1. PLACE OF MEETING

All meetings of members shall be held either at the registered office of the PTO in Burnet County Texas or at other such places, either within or without the county, as shall be designated in the notice of the meeting.

## 2. MEMBER MEETINGS

There are two annual meetings of members. One is to welcome members and transact any business which may come before the meeting and it shall be held on the second Tuesday of October of each year (if not following a legal holiday and, if following a legal holiday, then on the next Tuesday following). The other meeting is for the election of officers and for the transaction of all other business which may come before the meeting, and it shall be held on the second Thursday in April of each year (if not a legal holiday and, if a legal holiday, then on the next Thursday following) at the hour specified in the notice of the meeting.

The annual meeting of members may be held for any other purpose in addition to the election of officers which may be specified in a notice of such meeting.

A members meeting (annual or special) may be called by resolution of the board or by a writing filed with the secretary signed either by a majority of the board or by members owning a majority of memberships in the PTO and entitled to vote at any such meeting.

## 3. NOTICE OF MEMBER'S MEETING

Written or printed notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fourteen (14) days before the date of the meeting, by paper copy and/or email, by or at the direction of the president, secretary, or the officer or person calling the meeting.

## 4. MEMBERSHIPS AND VOTING OF MEMBERSHIPS

The PTO shall have one class of 'members'. All members of the PTO must hold a membership unless otherwise exempted due to hardship.

Except for the exercise of duly authorized proxies of other members as provided herein, each member shall be entitled to only one vote of each matter submitted to a vote at a meeting of members regardless of the number of membership held by that member.

A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in-fact. No proxy shall be valid after fourteen (14) days from the date of execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than fourteen (14) days.

No member shall be eligible to participate in any vote of the membership if that member has an outstanding balance owed to the PTO for services rendered, membership fees, or authorized fees if said debt has been delinquent for a period of not less than sixty (60) days prior to the date of such election or vote.

#### 5. CLOSING TRANSFER BOOKS AND FIXING RECORD DATE

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof or in order to make a determination of members for any other purpose, the board of directors may provide that the membership transfer books shall not be closed at any time. When a determination of members entitled to vote at any meeting has been made as provided in this section, such determination shall apply to any adjournment.

#### 6. QUORUM OF MEMBERS

Unless otherwise provided in the articles of incorporation, the holders of a majority of the memberships entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members, but in no event shall a quorum consist of the holders of less than three (3) of the memberships entitled to vote and thus represented at such meeting. The vote of the holders of a majority of the memberships entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the members' meeting, unless the vote of a greater number is required by law, the articles of incorporation, or the by-laws.

#### 7. VOTING LISTS

The officer or agent having charge of the membership books for the memberships of the PTO shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the PTO and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting. The original membership books shall be prima facie evidence as to who are the members entitled to examine such list or books or to vote at any meeting.

### ARTICLE 7 – BOARD MEMBERS

#### 1. BOARD

The business and affairs of the PTO shall be managed by a board which consists of four (4) officers, four (4) board members, one (1) teacher and one (1) principal or vice-principal of MFES. Each member of the board must have a student enrolled in MFES or be on staff and must also be a member in the PTO.

#### 2. NUMBER AND ELECTION OF BOARD MEMBERS

The number of board members shall be ten (10) provided that the number may be increased or decreased from time to time by an amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director.

There shall be three (3) classes of board members; four (4) officers, four (4) board members, one (1) teacher and one (1) principal or vice-principal. Each member serving two year terms expiring on successive years, except as provided herein and excluding the teacher and principal or vice principal who may remain on the board during their tenure at MFES.

Four (4) of the board members shall be for terms of two (2) years; four (4) board members shall be for a term of one (1) year. The length of the terms for the board members elected in 2007 shall be determined by lot. Thereafter, all board members shall be for two (2) year terms expiring on successive years.

### 3. VACANCIES

A board member may resign at any time during his term. A board member may be removed by a majority vote of the members. If a board member is absent from three (3) or more consecutive regular meetings of which the board member was sent notice, that board member may be removed by two-thirds (2/3rds) vote of all other board members in a special meeting. The board member subject to removal for absenteeism must be sent notice of the time, date, place, and purpose of such meeting.

Any vacancy occurring in the board may be filled by the affirmative vote of the remaining board members, though less than a quorum of the board. A board member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any board vacancies to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

### 4. QUORUM OF BOARD MEMBERS

A majority of the board shall constitute a quorum for the transaction of business. The act of the majority of the board present at a meeting at which a quorum is present shall be the act of the board.

### 5. MEETINGS OF THE BOARD

Within thirty (30) days of the first meeting of members, the officers elected at the April meeting shall hold an annual meeting at which they shall elect board members and transact such other business as shall come before the meeting.

### 6. REGULAR MEETING OF THE BOARD

A regular meeting of the board may be held at such a time as shall be determined from time to time by resolution of the board.

#### 7. SPECIAL MEETING OF THE BOARD

The secretary shall call a special meeting of the board whenever requested to do so by the president or by two (2) board members. Such special meeting shall be held at the time specified in the notice of meeting.

#### 8. PLACE OF BOARD MEETINGS

All meetings of the board (annual, regular, or special) shall be held either at the principal office of the PTO or at such other place, either within or without the County of Burnet, Texas as shall be specified in the notice of meeting.

#### 9. NOTICE OF BOARDS' MEETINGS

Notice of regular or special meetings of the Board shall be given as specified in these by-laws and by posting such notice in a place readily convenient to the public in its administrative office at all times at least seventy-two (72) hours preceding the scheduled time of the meeting. Such notice shall specify the date, hour, place, and subject of each meeting held by the Board. In the event of an emergency meeting, it shall be sufficient if notice is posted two (2) hours before the meeting is convened. Unless waived in writing, each board member must be given a copy of all meeting notices within no less than the time limits set forth above. Notice of meetings must be given at least ten (10) days before the meeting. Notice to the board may be by email.

#### 10. ATTENDANCE AT MEETINGS

All meetings of the board must be open to the public, unless otherwise allowed by the Texas Open Meetings Act. Board members must attend meetings in person.

#### 11. COMPENSATION

Board member, as such, shall not receive any stated salary for their services, but by resolution of the board, expenses of attendance, if any, may be allowed for attendance at each meeting of the board, provided, that nothing herein contained shall be construed to preclude any board member from serving the PTO in any other capacity and receiving compensation therefore.

### **ARTICLE 8 – OFFICERS**

#### 1. OFFICERS ELECTION

The officers of the PTO shall consist of a president, a vice-president, a secretary, and a treasurer. All such officers shall be elected at the April meeting of the members. If any office is not filled

at the April meeting, it may be filled at any subsequent meeting of the board. The board at such meeting, or at any subsequent meeting, may also elect or appoint such officers or board members and assistant officers and agents as may be deemed necessary. Any two (2) or more offices may be held by the same person, except the offices of president and treasurer.

All officers, board members and assistant officers shall be elected to serve a specified term or until their successors are elected (following the next April meeting of members); provided, that any officer, board member or assistant officer elected or appointed by the board may be removed with or without cause at any meeting of the board whenever in the judgment of the board the best interest of the PTO will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any agent appointed shall serve for such term, not longer than the meeting of the board, as shall be specified, subject to like right of removal by the board.

## 2. VACANCIES

If any office becomes vacant for any reason, the vacancy may be filled by the board.

## 3. POWER OF OFFICERS

Each officer shall have, subject to these by-laws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to the office and such duties and powers as the board shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the board. The president may secure the fidelity of any or all officers by bond or otherwise.

## 4. PRESIDENT

The president shall be the chief executive officer of the PTO. He shall preside at all meetings of the board and members. He shall see that all orders and resolutions of the board are carried out, subject however, to the right of the board to delegate specific powers, except such as may be by statute exclusively conferred in the president, to any other officers of the PTO.

He or any vice-president shall execute bonds, and other instruments requiring a seal, in the name of the PTO, and, when authorized by the board, he or any vice-president can affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the secretary or treasurer. He or the secretary shall sign certificates of membership.

The president shall be ex-officio a member of all standing committees.

He shall submit a report of the operations of the PTO for the year to the board at their meeting next preceding the April meeting of the members and to the members at their September meeting.

## 5. VICE-PRESIDENT

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and he shall perform such other duties as the board shall prescribe.

#### 6. THE SECRETARY AND ASSISTANT SECRETARIES

The secretary shall attend all meetings of the board and all meetings of the members and shall record all votes and minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the members and all meetings of the board and shall perform such other duties as may be prescribed by the board. He shall keep in safe custody the seal of the PTO, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the treasurer.

The treasurer shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and he shall perform such other duties as the board shall prescribe.

In the absence of the secretary or treasurer, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the president or by the board.

#### 7. THE TREASURER AND ASSISTANT TREASURER

The treasurer shall have the custody of the PTO funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the PTO and shall deposit all moneys and other valuable effects in the name and to the credit of the PTO in such depositories as may be designated by the board.

The treasurer shall disburse the funds of the PTO as may be ordered by the board, taking proper vouchers for such disbursements. He shall keep and maintain the PTO's books of account and shall render to the president and board an account of all of his transactions as treasurer and of the financial condition of the PTO and exhibit his books, records, and accounts to the president or board at any time. He shall disburse funds for capital expenditures as authorized by the board and in accordance with the orders of the president, and present to the president of his attention any requests for disbursing funds if the judgment of the treasurer deems any such request is not properly authorized. He shall perform such other duties as may be directed by the board or by the president.

If required by the board, he shall give the PTO a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the PTO, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the PTO.



The assistant treasurer or agent appointed by the president shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, and he shall perform such other duties as the board shall prescribe.

## **ARTICLE 9 – CERTIFICATE OF MEMBERSHIP, ETC.**

### **1. CERTIFICATE OF MEMBERSHIP**

The certificates for memberships of the PTO shall be entered in the PTO as they are issued. They shall exhibit the holder's name and shall be signed by the president or secretary and shall be sealed with the seal of the PTO or a facsimile thereof. In case any officer or officers who shall be signed or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the PTO, whether because of death, resignation, or otherwise, before said certificate or certificates shall have been issued, such certificate may nevertheless be issued by the PTO with the same effect as though the person or persons who signed such certificates or whose facsimile signature or signatures shall have been used thereon had been such officer or officers at the date of its issuance. Certificates shall be in such form as shall be in conformity to law prescribed from time to time by the board.

The PTO may appoint from time to time agents and registrars, who shall perform their duties under the supervision of the secretary.

### **2. TERMINATION OF MEMBERSHIPS**

Membership in the PTO may be tied to parents, staff, relatives, guardians of students enrolled in MFES who pay a fee to hold a membership. The membership rights of any member of the PTO shall automatically terminate upon the occurrence of any event or change of circumstances which would disqualify the person from membership as provided by these by-laws, including but not limited to, annual expiration of membership, failed background check, and uncollected debt to the PTO.

Memberships in the PTO may not be transferred.

The board of directors may cancel a membership which has an unpaid balance for a period of more than sixty (60) days after the original due date. In the event of such cancellation, the membership fee associated with such membership shall be forfeited to the PTO without prejudice to the PTO's right to pursue such additional collection remedies which may exist at law or in equity. In the event a membership is canceled for such delinquency, member is not eligible for reinstatement until; first, the unpaid balance is paid to the PTO and,; second, the following school year during open enrollment after the membership fee is paid; third, a failed background check.

### **3. MEMBERSHIP FEES**

All applicants for membership shall pay a membership fee of \$5.00. A membership fee and application shall be required to hold a membership. Membership fees shall be non-refundable.

## **ARTICLE 10 – DEPOSITORY**

The board shall select a depository for the funds of the PTO, a bank within the State of Texas which is insured with the Federal Deposit Insurance Corporation and shall require of said depository such bond as the Board deems necessary for the protection of the PTO; and such funds as the board may from time to time allocate to a sinking fund for replacement, amortization of debts and the payment of interest which shall not be required to be expended within the year in which the same is deposited shall be invested in bonds or other evidence of indebtedness of the United States of America or deposited at interest with the Federal Deposit Insurance Corporation in a checking account.

## **ARTICLE 11 – MISCELLANEOUS**

### **1. INFORMATION ACTION**

No action required to be taken or which may be taken at a meeting of the members, board, or members of committees, may be taken without a meeting. All actions and votes taken shall be duly recorded in the books and records of the PTO.

### **2. SEAL**

The board of directors shall provide a corporate seal, which shall be in the form of a stamp and shall have inscribed thereon the name of the PTO.

### **3. BOOKS AND RECORDS**

The PTO shall keep correct and complete books and records of account; shall also keep minutes of the proceedings of its members, board, and committees having the authority of the board; and shall keep at the registered principal office a record giving the names and addresses of the members entitled to vote. All books and records of the PTO may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time when so requested in writing.

With prior written request, PTO records, books, and annual reports shall be available for public inspection and copying by the public or their duly authorized representatives during normal business hours subject to reasonable charge for the preparation of copies.

In the event of any conflict between the provision of the Open Records Act and the provisions of these by-laws, the provisions of the Open Records Act shall prevail.

### **4. CHECKS**

All checks or demands for money and notes of the PTO shall be signed by such officer or officers or such other person or persons as the board may from time to time designate.

**5. FISCAL YEAR**

The fiscal year of the PTO shall begin on the 1<sup>st</sup> of August in each and every year.

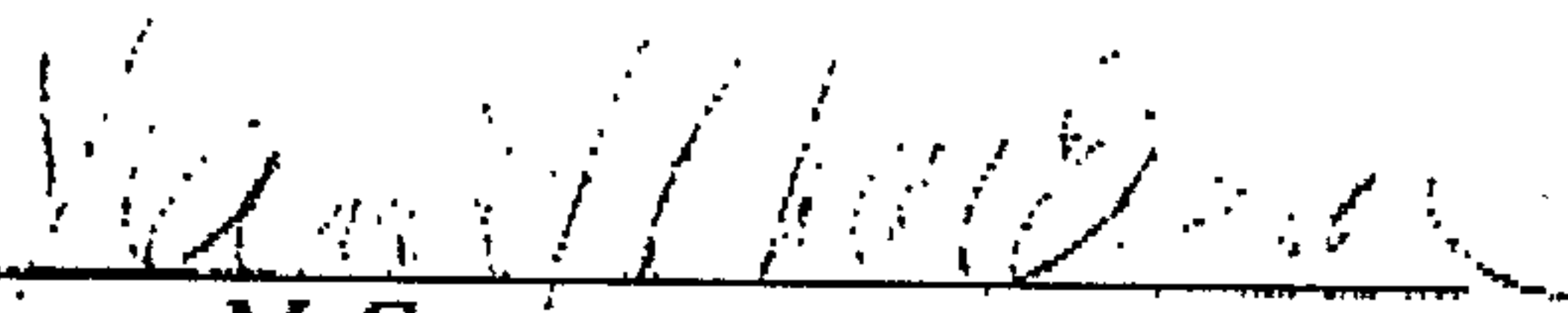
**6. BOARDS' ANNUAL STATEMENT**

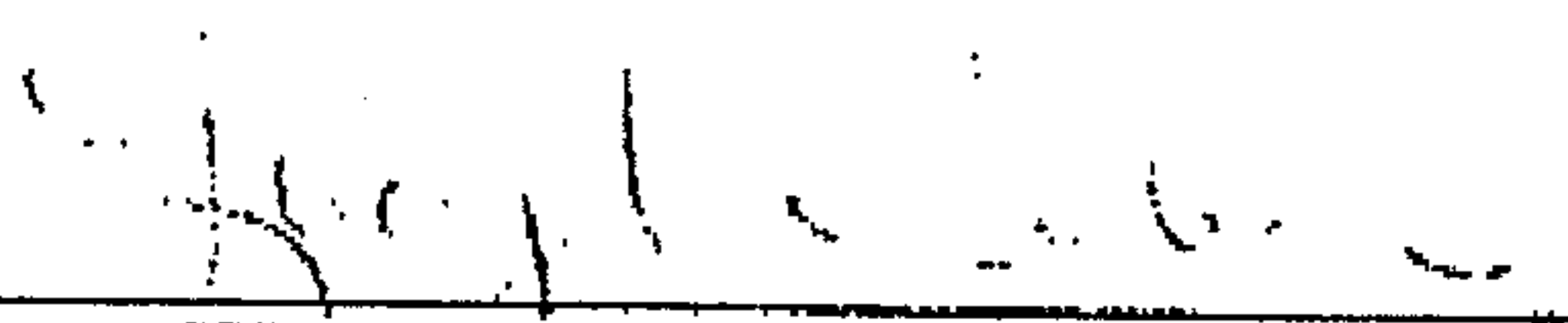
The board shall present at each September meeting of members a full and clear statement of the business and condition of the PTO.

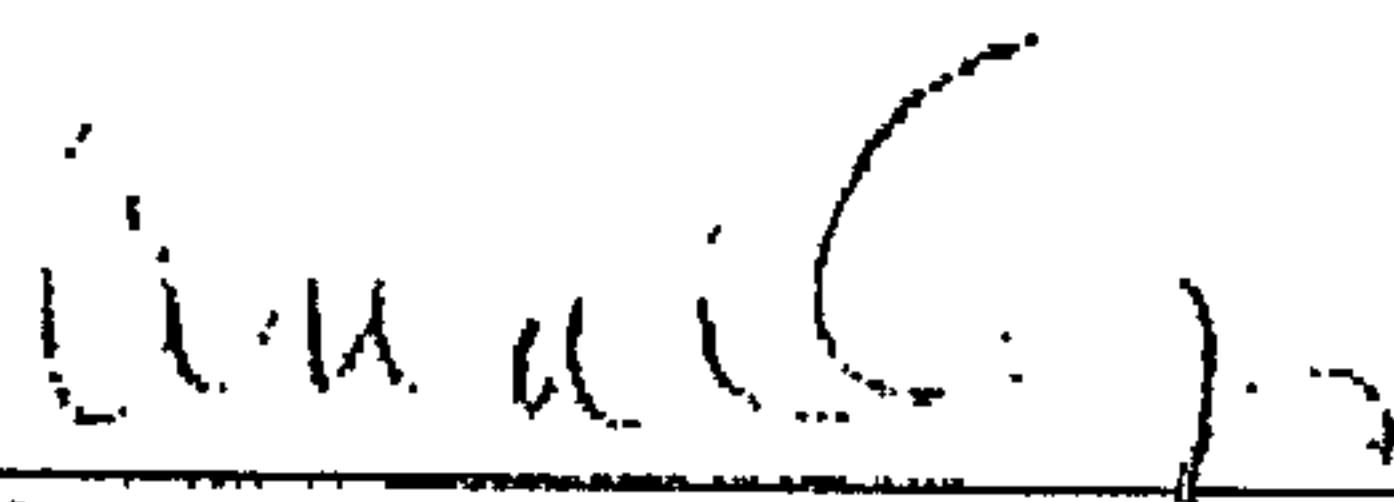
**7. AMENDMENTS**

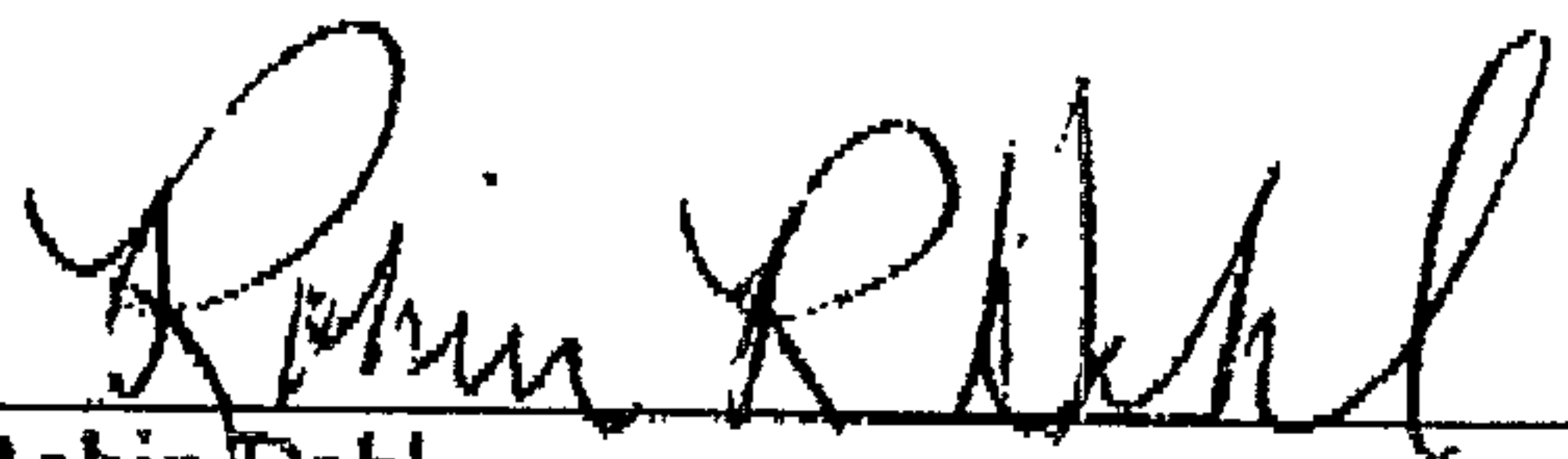
These by-laws may be altered or repealed in whole or in part by the affirmative vote of a majority of the board. No amendment of these by-laws affecting memberships, the voting rights of members, or the number of board members may be made without a majority vote of all the board.

**ADOPTED** on this the 17<sup>th</sup> day of May, 2007.

  
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**Shannon McCannon**  
President

  
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**Lucy Weber**  
Vice President

  
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**Ana Loader**  
Treasurer

  
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**Robin Dahl**  
Secretary