

**TOMBALL MEMORIAL HIGH SCHOOL ACADEMIC RECOGNITION CLUB/
PARENT TEACHER ORGANIZATION (TMHS ARC/PTO)
BY-LAWS AND ARTICLES OF INCORPORATION**

ARTICLE I

The purpose of the Tomball Memorial High School Academic Recognition Club/ Parent Teacher Organization (TMHS ARC/PTO), a non-profit educational foundation serving the Tomball Independent School District in the state of Texas, is to recognize and regard achievements in academics and to encourage efforts in the entire student body to improve academic accomplishment. This purpose is to be realized by 1) promotion of educational programs, 2) raising funds and obtaining donations from individuals, business groups, corporations, foundations and other donors in the community, 3) providing incentives in the form of rewards for students meeting certain criteria of academic achievement, and 4) acting as a fiscal agent for the sponsorship of activities designed to carry out the first three purposes.

ARTICLE II

Participation in the organization is open to individuals, families, and other organizations in the school community who wish to support its purposes. Participation Dues shall be set by the Executive Committee each year for individuals, families or businesses.

ARTICLE III

Executive Committee

Section 1 –EXECUTIVE COMMITTEE: All corporate powers of the TMHS ARC/PTO shall be exercised by or under the authority of the Executive Committee.

Section 2 – REMOVAL: The Executive Committee may remove any Executive Committee Member by a two-thirds vote at a meeting duly called for the express purpose of removal of such Executive Committee Member for misconduct, malfeasance in office, [three] unexcused absences at regularly scheduled meetings and annual meetings during a one year period, or for other good cause.

Section 3 – RESIGNATION: An Executive Committee Member may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date

of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

Section 4 – VACANCIES: Except as otherwise stated in these by-laws, any vacancy occurring among the Executive Committee shall be filled by a majority vote of the Executive Committee then in office. A member thus elected shall serve the remainder of the term.

Section 5 – COMPENSATION: TMHS ARC/PTO Executive Committee Members and Committee Members, as such, shall not receive any compensation for their services. However, an Executive Committee Member or Committee Member shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Further, the Executive Committee Members and other Committee Members may be reimbursed for their expenses related to their services provided such reimbursement are approved by a majority vote a quorum of the Executive Committee Members.

ARTICLE IV

Officers

Section 1 – NUMBER: The number of officers shall be at least four and not more than fifteen. Each officer needs to be a member of TMHS ARC/PTO in good standing.

Section 2 – OFFICERS: The Officers of the TMHS ARC/PTO shall include a President, a Vice-President, a Secretary, and Treasurer.

Section 3 – ELECTION AND TERM OF OFFICE: The officers of the organization shall be elected at the Annual Meeting to serve a one-year term commencing in July 1st of each year. Vacancies may be filled at a meeting of the Executive Committee called expressly for that purpose. Each officer shall hold the office until a successor shall has been duly elected and qualified, and each officer shall be eligible to succeed him or herself in office for up to 2 additional years. Exceptions to a term limit must be approved by the Executive Committee.

Section 4 – COMPENSATION: An Officer, as such, shall not receive any compensation for their services. However, an Officer shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Further, the Officers may be reimbursed for their expenses related to their services provided such reimbursement is approved by a majority vote of a quorum of the Executive Committee Members.

Section 5 – PRESIDENT: Subject to the control of the Executive Committee, the President shall have general responsibility for supervision of the affairs of the organization. The President shall preside at all meetings of the Executive Committee and at meetings of the Participants in the TMHS ARC/PTO. The President may have other duties prescribed by the Executive Committee. The President shall serve as an ex-officio member of all Committees.

Section 6 – VICE-PRESIDENT: In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President may have other powers and duties as assigned by the Executive Committee.

Section 7 – SECRETARY: The Secretary shall keep minutes of the Executive Committee meetings and of official actions taken at general membership meetings. The Secretary shall keep any official seal of the organization and shall have the authority to cause such seal to be affixed to or embossed upon documents requiring an official seal. The Secretary shall perform other duties as may be assigned by the Executive Committee.

Section 8 – TREASURER: The Treasurer shall have custody of all organizational funds and maintain records of those funds. The Treasurer shall manage all deposits and disbursements in accordance with TISD fiscal policies, in and out of the account maintained by the organization at the financial institution designated by the Executive Committee. The Treasurer shall be prepared to submit a financial report to the Executive Committee and/or at the meetings of the Participants of the TMHS ARC/PTO. Other powers or duties may be assigned to the Treasurer by the Executive Committee from time to time.

Section 9 – REMOVAL: An Officer may be removed by a majority vote of the quorum of the Executive Committee at a meeting duly called for the express purpose of removal of such Officer.

Section 10 – VACANCIES: Vacancies of elected offices may be filled in accordance with the provisions of these By-laws, Article III, Section 4.

ARTICLE V

COMMITTEES

Section 1 – MEMBERSHIP: Except as otherwise stated in the By-laws, the President shall appoint members to Committees. Each volunteer should be a member of TMHS ARC/PTO in good standing.

Section 2 – CHAIRS: The President shall appoint each Chair of each Committee, subject to the ratification of the Executive Committee. Duties, powers, and purpose of the Committee will be as assigned by the President and ratified of the Executive Committee. The duties and powers of the Chair will be as assigned by the President and ratified by the Executive Committee.

Section 3 – STANDING COMMITTEES: The Standing Committees shall be those listed below:

Membership Committee
Volunteers Committee
Academic Reward/ Recognition Committee
Concessions Committee
Mock SAT Committee
Hospitality Committee

Section 4 – OTHER COMMITTEES: Other Committees may be created by the President subject to ratification by the Executive Committee.

ARTICLE VI

MEETINGS

Section 1 – ANNUAL MEETINGS: The Annual Meeting of the organization shall be designated by the Executive Committee each year and shall be held either in March, April, or May. Notice of the Annual meeting shall be made at least 14 days in advance by announcement to TMHS community media and by written notice to the Participants.

Section 2 – REGULAR MEETINGS: In addition to the Annual Meeting, regular meetings of the Participants shall be held monthly (Sept through May); they shall be called by the President or by any two Executive Committee Members. Notice of such Regular Meetings of the Participants shall be made at least 14 days in advance by announcement to TMHS community media and by written notice to the Participants.

Section 3 – EXECUTIVE COMMITTEE MEETINGS: Official business of the TMHS ARC/PTO may be conducted at meetings of the Executive Committee. Such meetings shall be called by the President or by any two Executive Committee Members. Notice of an Executive Committee Meeting shall be made at least one week in advance by mail, email, or personal delivery to each Executive Committee Member. Notice of such meeting may be waived by each Member of the Executive Committee executing such a Waiver in writing.

Section 4 - ACTION BY EXECUTIVE COMMITTEE WITHOUT MEETING: Any action required by the Texas Business Organizations Code to be taken at a meeting of the Executive Committee, or any action which may be taken at a meeting of the Executive Committee or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Executive Committee Members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 5 –QUORUMS –A majority of the Members of a Committee shall constitute a quorum for that body. All actions shall be by majority vote of the members present at such meeting.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 1 - INDEMNIFICATION: The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

Section 2 – INSURANCE: The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was an Executive Committee Member, a Committee Member, Officer, Employee, or Agent of the Corporation, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Executive Committee regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Executive Committee as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Executive Committee Members approving the insurance or arrangement to liability, on any ground,

regardless of whether Executive Committee Members participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VIII

MISCELLANEOUS

Section 1 - MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY: Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Executive Committee, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 2 - SEAL: The Corporation may adopt a corporate seal in such form as the Executive Committee may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

Section 3 - CONTRACTS: The Executive Committee may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4 - GIFTS: The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5 - BOOKS AND RECORDS: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Executive Committee, and Committees and shall keep at the registered office or principal office in this State a record of the

names and addresses of its Executive Committee Members entitled to vote. An Executive Committee Member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

Section 6 - FINANCIAL RECORDS AND ANNUAL REPORTS: The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

Section 7 - FISCAL YEAR: The fiscal year of the Corporation shall be as determined by the Executive Committee.

ARTICLE IX

CONSTRUCTION

Section 1 - PRONOUNS AND HEADINGS: All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limits nor amplifies the provisions of these Bylaws.

Section 2 - INVALID PROVISIONS: If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE X

DISSOLUTION

This Constitution may be dissolved in the manner provided in Article V – Amendments. Upon the dissolution of this 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 Tomball Memorial High School, federal government, or to a state or local government, for a public purpose.

ARTICLE XI

AMENDMENT OF BYLAWS

The Executive Committee may amend or repeal these Bylaws, or adopt new Bylaws, unless the Organizing Documents or the Texas Business Organizations Code limits such powers.

These Bylaws were adopted at a meeting of the Board of *Tomball Memorial High School Academic Recognition Club/ Parent Teacher Organization (TMHS ARC/PTO)* on **April 27, 2011**.