BIS HOUSTON PTO BYLAWS

Last amended at Membership Meeting on March 4, 2026

ARTICLE I – NAME

The name of the organization shall be the British International School of Houston Parent Teacher Organization, shortened to BIS Houston PTO.

ARTICLE II – PURPOSE

The non-profit is organized for the purpose of supporting the education of children at the British International School of Houston by fostering relationships among the school, parents, staff, and teachers.

ARTICLE III – MEMBERSHIP & DUES

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any teacher or staff member employed at the school may be a member and have voting rights. Members have one vote per household.

Section 2. The BIS Houston PTO will accept voluntary financial donations in lieu of membership dues.

ARTICLE IV – OFFICERS AND ELECTIONS

Section 1. Officers. The officers shall be a President, Vice President - Programs, Vice President - Neighborhood Parents, Secretary, Treasurer, School Delegate, and Parliamentarian. Should the role of Parliamentarian not be filled, that role shall be rotated among Board members, excepting the official presiding over the meeting and the Secretary. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization. All are elected except as mentioned otherwise below.

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.

b. **Vice President of Programs.** The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President of Programs shall assess members' and students' needs for programs.

c. **Vice President of Neighborhood Parents:** shall be the main point of contact/liaison for the Neighborhood Parent school program. The role will also develop standardized roles and responsibilities within the program in partnership with the Neighborhood Parents.

D. **Secretary.** The Secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the members. The

Secretary also keeps a copy of the minutes book, bylaws, rules, members' list, and any other necessary supplies, and brings them to meetings.

e. Treasurer. The Treasurer 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 meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

f. School Delegate. The delegate role shall be reserved for a member of the school administration. The role is responsible for liaising between the school and the PTO and providing support and guidance to the PTO. The School Delegate is not elected and will be appointed by the British International School of Houston.

g. Parliamentarian. Maintains oversight of the governing structure and ensures meetings are aligned with the bylaws. The role of Parliamentarian does not imply any voting rights. The Parliamentarian is not elected and will be appointed by the President.

h. Delegates: The President, Vice Presidents, Secretary, and Treasurer may have as many delegates as are deemed necessary to fulfill the roles of the office. However, an officer having more than one delegate must rank them in voting order, so that only one delegate may act as a member of the board and have voting rights in the absence of their officer.

Section 2. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 3. Nominations and Elections. Elections will be held at the last members' meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office.

Section 5. Removal From Office. Officers can be removed from office with or without cause by a twothirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Vacancies. If there is a vacancy in the office of the President, the Vice President of Programs will become the President. At the next regularly scheduled meeting, a new Vice President of Programs will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

ARTICLE V – MEETINGS

Section 1. General meetings. The members' meetings will be in September, November, March & May. The meetings shall be on the same day of the week and at the same time on every Month aforementioned, to be determined by the executive board. If a meeting month needs to be changed, the membership requires 2 weeks' notice of such change.

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. Previous notice of

the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer and phone calls.

Section 3. Annual Meeting. The annual meeting will be held at the March regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum shall be 10 members of the organization.

Section 5. Notification of Meetings. The secretary will notify the members of the meetings via email at least one week prior to the meeting.

ARTICLE VI – EXECUTIVE BOARD

Section 1. Membership. The Executive Board shall consist of the officers, principal, and standing committee chairs.

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the members, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings. Regular meetings shall be held monthly, on the same day of the week, on the same week and at the same time each month, to be determined by the board. Special meetings may be called by any two board members, with 24 hours notice. General meetings can be held in lieu of regular meetings.

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

ARTICLE VII – COMMITTEES

Section 1. Membership. Committees may consist of general members and board members, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization: Used Uniforms, Fundraising, Hospitality, Volunteers, Communications, Programs Chairs and Financial Reconciliation.

Section 3. Additional Committees. The board may appoint additional committees as needed.

ARTICLE VIII – FINANCES

Section 1. A tentative budget shall be drafted in March for the following school year and approved at the May meeting by a majority vote of the members present.

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

Section 3. The board shall approve all expenses of the organization.

Section 4. Two authorized signatures shall be required on each check over the amount of $200. Authorized signers shall be the President, Treasurer, and Secretary. The Secretary shall only act as a secondary signer.

Section 5. The Treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Financial Reconciliation Committee.

Section 6. The fiscal year shall coordinate with the school year.

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

Section 8. Any funds left in the Future Fund account for a Y13 group that has graduated shall be returned to the PTO General Account and shall be used towards school events at the discretion of the PTO. Leftover funds shall not be donated or returned to students or to other non-profit organizations.

Section 9. All reimbursement requests must be submitted within 45 calendar days of the purchase date. Proper documentation and/or receipts must be provided. The PTO shall not be required to reimburse any expenditures submitted more than 45 calendar days after the purchase date.

Section 10. No receipts will be reimbursed to any person if submitted after June 15th of any year. The PTO must close and reconcile its books by June 30th.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws or any other special/ standing rules.

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 with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

ARTICLE XII – AMENDMENTS

These bylaws may be amended at any general 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, hard copy, or fax. Amendments will be approved by a twothirds vote of those present, assuming a quorum.

ARTICLES XIII – CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict-of-interest policy is to protect this taxexempt 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 chair 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 members whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the 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.

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

- Has received a copy of the conflict-of-interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and

- 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 taxexempt 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, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

STANDING RULES (February 5, 2025)

1. Each of the Standing Committees may have as many delegates as are required to fulfill the duties of that committee. The Standing Committee Chair must rank the delegates in voting order in writing as only one delegate may act as a member of the board and vote in the absence of the Committee Chair.

2. PTO Survey Feedback that contains personal attacks directed towards any individual will be disregarded in its entirety.