

**Bylaws  
Of  
The School at St. George Place Parent Teacher Organization**

These Bylaws govern the affairs of THE SCHOOL AT ST. GEORGE PLACE PARENT TEACHER ORGANIZATION, a nonprofit corporation.

**ARTICLE I. OFFICES**

Section 1. The Corporation's principal office in Texas will be located at 5430 Hidalgo Street, Houston, Texas 77056. The Corporation may have such other offices, in Texas or elsewhere, as the Executive Committee may determine. The Executive Committee may change the location of any office of the Corporation.

Section 2. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Executive Committee may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

**ARTICLE II. NAME**

Section 1. The name of this Corporation shall be The School at St. George Place Parent Teacher Organization, hereinafter referred to as the "Organization." The fictitious name shall be S@SGP PTO.

**ARTICLE III. THE PURPOSE**

The School at St. George Place Parent Teacher Organization exists:

Section 1. To help meet the needs of the students, teachers and administration at The School at St. George Place through cooperation between family, community, teachers, school staff and administrators.

Section 2. To support the school through volunteer and financial assistance.

Section 3. To operate exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, as provided in the Articles of Incorporation of the Organization.

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#### **ARTICLE IV. MEMBERSHIP**

Section 1. Any parent, guardian or other adults standing in loco parentis for a student at the School at St. George Place is eligible for membership and voting rights. The principal, any teacher and any staff member employed at the school is eligible for membership and voting rights. Only natural persons may be admitted to membership in the Organization.

Section 2. The Executive Committee may adopt and amend application procedures and qualifications for membership in the Organization. An affirmative vote of the majority of the Executive Committee present and voting is required for changing membership requirements. A member may renew annual membership by paying all required fees and dues, provided they meet the requirements set forth in Article IV, Section 1 of these Bylaws.

Section 3. Membership dues will be established by The Executive Committee annually, but shall not exceed \$100 per annum. Eligible members must have paid dues

in full, at least 14 calendar days prior to a meeting to be considered a member in good standing with voting rights.

Section 4. Individuals that have paid dues in full shall hereinafter be referred to as "Members."

Section 5. The Executive Committee can decide to impose any initiation fees and subsequent collection structure by an affirmative vote of the majority of Executive Committee members present and voting at any Executive Committee meeting.

Section 6. Dues and fees can not be prorated, regardless of date, within the fiscal year, that any member joins the Organization.

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Section 7. The Executive Committee may provide for issuing certificates or membership cards evidencing membership in the Organization. When a person has been admitted as a member and has paid any required fees and dues, the Organization may issue a membership certificate to the person. Such certificates will be signed by an Officer of the Organization. Membership certificates will be numbered consecutively and are non-transferable. If a certificate is lost, mutilated, or destroyed, a new one may be issued.

Section 8. Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 9. In any dispute between members relating to the Organization's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration pursuant to chapters 171 and 173 of the Civil Practice and Remedies Code only if the parties have already met together with a mediator. This paragraph will apply to any dispute involving the Organization as

a party relating to sanctioning, suspending, or expelling a member from the Organization. The Executive Committee has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

Section 10. The Executive Committee may impose reasonable sanctions on a member, or suspend or expel a member from the Organization, for good cause after a hearing. Good cause includes defaulting on an obligation to the Organization to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Organization's Articles of Incorporation, Bylaws, or rules, or of law. The Executive Committee may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least fourteen (14) days before the hearing. But, shorter notice may be deemed adequate if the Executive Committee determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing. The Executive Committee may impose sanctions, suspend a member, or expel a member by vote of a majority of the Executive Committee who are present and voting.

Section 11. Any member may resign from the Organization by submitting a written resignation to the Secretary. The resignation need not be accepted by the Organization to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

Section 12. A former member may submit a written request for reinstatement of membership. The Executive Committee may reinstate membership on any reasonable terms that the Executive Committee deems appropriate.

Section 13. Membership in the Organization is not transferable or assignable. Membership terminates at the end of each fiscal year, when the Organization dissolves or when the member dies. Membership is not a property right that may be transferred after a member dies.

Section 14. A member has no interest in specific property of the Organization. Each member waives the right to require partition of all or part of the Organization's property.

#### **ARTICLE IV. OFFICERS, COMMITTEE CHAIRS AND ELECTIONS**

Section 1. The collection of elected officers and elected committee chairs of the Organization, the prior term President, as well as the principal or a teacher he/she designates from The School at St. George Place, are hereinafter referred to as the "Executive Committee." The Executive Committee also includes three non elected positions: the Parliamentarian, the Audit Chair and the Assistant to the Treasurer. Of these three, only the Parliamentarian may vote on matters pertaining to the Executive Committee.

Section 2. The officers of the Organization shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by the Bylaws and by the parliamentary authority adopted by the Organization.

Section 3. Committee Chairs will exist for the following committees: Membership, Communications, Education & Enrichment, Hospitality, Fundraising, Facilities Beautification, Election and Special Projects. By majority vote, the Executive Committee may appoint additional or remove current Committee Chairs as needed.

Section 4. A vacancy occurring for an officer or committee chairman position shall be filled for the unexpired term by a person nominated by any Member and subsequently elected by majority vote of the Executive Committee.

Section 5. In the event that an elected member of the Executive Committee is absent from two (2) or more properly called Meetings of the Executive Committee which are not thereafter excused by the Executive Committee, that elected position shall be declared vacant and filled as described in Article IV, Section 4 of the Organization Bylaws.

Section 6. Executive Committee members may vote to remove another Executive Committee member at any time, but with cause. A meeting to consider removing an Executive Committee member may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Executive Committee or at any regular meeting of the Executive Committee. The notice of the meeting will state that the issue of possibly removing the Executive Committee member will be on the agenda.

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At the meeting, the Executive Committee member in consideration for removal may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Organization will consider possible arrangements for resolving the problems that are in the mutual interest of the Organization and the Executive Committee member. An Executive Committee member may be removed by the affirmative vote of fifty-one percent (51%) of the Executive Committee present and voting.

Section 7. Elected members of the Executive Committee shall be elected in the following manner:

- a) An election will be held among members in May.
- b) Nominations, including self-nominations, will be solicited from members a minimum of 45 days prior to the May election.
- c) 30 days prior to the May election, a slate of candidates is to be distributed to members.
- d) Executive Committee candidates will be considered elected if they garner the most votes for any given position at the May election meeting of the Organization.

- e) Election will be via ballot and results will be posted within 14 calendar days, subsequent to ballot tabulation by the Election Chair and review by the Executive Committee
- f) Elected members of the Executive Committee shall serve one fiscal year, and assume their duties from July 1 to June 30.

Section 8. The initial members of the Executive Committee are appointed for an interim term beginning September 2007 and concluding December 2007. A special election covering the term of January 2008 through June 2008 will be held in December 2007.

- a) Nominations, including self-nominations, will be solicited from members a minimum of 45 days prior to the December election.
- b) 30 days prior to the December election, a slate of candidates is to be distributed to members.
- c) Executive Committee candidates will be considered elected if they garner the most votes for any given position at the December election meeting of the Organization.

Election will be via ballot and results will be posted within 14 calendar days, subsequent to ballot tabulation by the Election Chair and review by the Executive Committee.

Section 9. The members of the Election committee are ineligible for election, into an Officer role, for one (1) term subsequent to their participation in the Election Committee. In the event of a vacancy of an elected office, they can be considered for filling that role via appointment through the Executive Committee, pursuant to Article IV, Section 4 of the Organization Bylaws.

Section 10. The Chair of the Election committee is ineligible for election, into an Officer role, for one (1) term subsequent to their participation in the Election Committee. In the event of a vacancy of an elected office, they can be considered for filling that role via appointment through the Executive Committee, pursuant to Article IV, Section 4 of

the Organization Bylaws. The Election Chair assumes the role of the Parliamentarian, without election, in the term subsequent to the term of their elected chair position.

Section 11. Elected Executive Committee Members are so elected for one year or appointed for one year or less and may serve no more than two (2) consecutive terms in the same position. On the Executive Committee, each person elected or appointed shall hold only one office at a time.

Section 12. Members are eligible for an elected Executive Committee position once they have paid dues in full at least 30 days prior to the election and before the slate of candidates is released by the Election Committee.

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Section 13. A member may appear on the slate of candidates only one time. Members can not seek multiple positions via election.

Section 14. Executive Committee members who vote for or assent to improper distributions are jointly and severally liable to the Organization for the value of improperly distributed assets, to the extent that, as result of the improper distribution or distributions, the Organization lacks sufficient assets to pay its debts, obligations and liabilities. Any distribution made when the Organization is insolvent, other than in payment of corporate debts, or any distribution that would render the Organization insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Executive Committee members present at an Executive Committee meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Organization before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment. An Executive Committee member is not liable if, in voting for or assenting to a distribution, the Executive Committee member:



- (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or members of the Organization; legal counsel, public accountants, or other persons as to matters the Executive Committee member reasonably believes are within the person's professional or expert competence; or relies in good faith and with ordinary care on information, opinions, reports or statements from a committee of the Organization of which the Executive Committee member is not a member;
  - (2) while acting in good faith and with ordinary care, considers the Organization's assets to be at least that of their book value; or
  - (3) in determining whether the Organization made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations.
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- (4) Furthermore, Executive Committee members are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an advisor for the Organization.

Executive Committee members held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distribution knowing they were improper. Contribution is in proportion to the amount received by each such person.

Section 15. The Executive Committee may select advisors or contractors and delegate duties and responsibilities to them, such as the design and execution of a program or the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Organization's behalf; and to sell, transfer, or otherwise dispose of the Organization's assets and properties at a time and for a consideration that the advisor deems appropriate. The Executive Committee has no liability for actions taken or omitted by the advisor or contractor if the Executive Committee acts in good faith and with ordinary care in selecting the advisor or contractor. The Executive Committee may

remove or replace the advisor or contractor at any time and without any cause whatsoever.

Section 16. Contracts or transactions among Executive Committee members and between Executive Committee members and general members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Officer or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Executive Committee member with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Executive Committee or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Executive Committee members.

Section 17. The Executive Committee will try to act by consensus. However, if a consensus is not available, the vote of a majority of Executive Committee members present and voting at a meeting is enough to constitute the act of the Executive Committee, unless the act of a great number is required by law or by some other provision of these Bylaws. An Executive Committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Executive Committee's decision.

Section 18. Members of the Executive Committee may not vote by proxy at Executive Committee meetings.

Section 19. Executive Committee members may not receive salaries for their services.

## ARTICLE V. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Organization and Executive Committee meetings. The President shall be an ex-officio member of all committees except the Election committee. In the absence of the Treasurer, the President shall be empowered to issue checks for the Organization. The President shall perform other duties prescribed by the Bylaws, the Executive Committee and by the parliamentary authority adopted by the Organization.

Section 2. The Vice-President shall act for the President in the President's absence. The Vice-President shall perform other duties as may be assigned by the president and prescribed by these Bylaws, the Executive Committee and by the parliamentary authority adopted by the Organization.

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Section 3. The Secretary shall:

- (a) Record the minutes of all General Meetings, Special Meetings and meetings of the Executive Committee. Minutes shall be prepared by the Secretary and made available for distribution to members.
- (b) The Secretary shall be custodian of aforementioned meetings minutes as well as minutes for the meetings of all committee chairs.
- (c) The Secretary shall be custodian of documents related to establishment, tax status and governance of the Organization. These shall include documents provided by the Treasurer, such as copies of annual reports, budget statements, tax forms, financial statements. Financial records must be maintained for a minimum of three years.
- (d) The Secretary shall maintain an up-to-date roster of active members and Organization sponsors or participants. This roster will include contact information for the aforementioned.
- (e) The Secretary shall perform other duties prescribed by the Bylaws, the Executive Committee and by the parliamentary authority adopted by the Organization.

Section 4. The Treasurer shall:

- (a) receive all moneys and pay all bills of the Organization.

- (b) prepare a budget and update such, as needed.
  - (c) keep an accurate and up-to-date record of all receipts and expenditures.
  - (d) render a report at each General Meeting of the Organization and at meetings of the Executive Committee.
  - (e) Appoint an Audit Chair, subject to Executive Committee approval, who will conduct and publish an annual audit. The Audit Chair will not be a voting member of the Executive Committee. The Audit Chair will not have signature authority for Organization funds at financial institutions.
  - (f) publish an annual report covering revenues and expenditures.
  - (g) be responsible for submitting all appropriate forms and schedules to the Internal Revenue Service, State of Texas, and / or other financial and incorporation regulation entities.
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- (h) be primary liaison with the bank(s) and insurance carrier(s) of the Organization.
  - (i) appoint an Assistant to the Treasurer, subject to Executive Committee approval, as needed. The Assistant to the Treasurer will not be a voting member of the Executive Committee. The Assistant to the Treasurer will not have signature authority for Organization funds at financial institutions.
  - (j) be a consultant to the Fundraising Committee Chair.
  - (k) perform other duties prescribed by the Bylaws, the Executive Committee and by the parliamentary authority adopted by the Organization.

Section 5. The Officers of the Executive Committee will manage all corporate affairs.

## **ARTICLE VI. COMMITTEES**

Section 1. The following committees shall have elected Committee Chairs:  
Membership, Communications, Education & Enrichment, Hospitality, Fundraising,  
Facilities Beautification, Election and Special Projects.

Section 2. Each Chair shall preside at all meetings of that committee and insure that minutes are recorded and submitted to the Secretary of the Organization within seven (7) days following each committee meeting. Each Committee Chair shall appoint members of their respective committees. Committee participants and volunteers need not have paid dues in order to participate in or plan activities. These non-paying individuals are not considered members of the Organization.

Section 3. The President of the Organization and the Principal of the School at St. George Place are ex-officio members of any and all committees, with the exception of the Election Committee.

Section 4. Committee Chairs can not commit the Organization to activities and contracts in total, in excess of \$250.00 without written approval from two or more Officers of the Organization.

Section 5. The Committee Chairs cannot take action outside the scope of authority delegated to them and their teams by the Executive Committee.

Section 6. Committee Chairs and Committee members cannot approve any transaction to which the Organization is a party and that involves a potential conflict of interest, as described in Article XIII of these Bylaws.

Section 7. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a committee meeting is enough to constitute the act of the committee unless the act of a greater number is required by stature or by some other provision of these Bylaws. If a committee member is present and abstains from a vote, the member is not considered to be present and voting for the purpose of determining the act of the committee.

Section 8. Committee chairs and members may not receive salaries for their services. A Committee Chair or member may serve the Organization in any other

capacity and receive compensation for those services, for example be fairly and duly compensated for providing a service that has value in the general marketplace. Any compensation that the Organization pays to a committee member will be reasonable and commensurate with the services performed.

Section 9. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Executive Committee.

## ARTICLE VII. MEETINGS

Section 1. There will be at least two General one Special meeting during each school year.

- a) a Fall General Meeting to be held prior to November 1
- b) a Spring General meeting to be held before May 15
- c) a Spring Special election meeting shall be held as defined in Article IV.

Section 2. Other meetings may be called by the President, by simple majority of the Executive Committee or upon written request to the Executive Committee by twenty members.

Section 3. Written notice of the General and Special Meetings, and meetings of the Executive Committee shall be posted for Members at least one week (7 calendar days) in advance. Notice of Special Meetings shall include the agenda. Special Meetings shall be limited to the published agenda.

Section 4. Ten members present at a General or Special Meeting shall constitute a quorum.

Section 5. All meetings shall be open to Members, teachers, school staff, and non-member parents, guardians and custodians of any child attending or planning to attend The School at Saint George Place.

Section 6. The Executive Committee may designate any place, inside or outside Texas, as the place of meeting. If the Executive Committee does not designate the place of meeting, the meeting will be held at the Organization's registered office in Texas.

Section 7. Members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the members unless law or the Bylaws require a greater number. Voting can be by hand count or ballot, which ever is so deemed appropriate by the President or acting President of the Organization at the meeting.

Section 8. A member entitled to vote at a meeting of members of the Organization may not vote by proxy.

Section 9. The Executive Committee may authorize members to vote by mail or via electronic tabulation of any type on the election of Executive Committee members or on any other matter that the members may vote on.

## **ARTICLE VIII. ORDER OF BUSINESS**

Section 1. The order of Business at General Meetings and Executive Committee Meetings shall be as follows:

- 1) Call to Order
- 2) Moment of Silence and Personal Reflection
- 3) Reading and Distribution of the minutes of the last meeting

- 4) Treasurer's Report
- 5) Reports of Officers and Committee Chairs
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

## **ARTICLE IX. AMENDMENTS AND PARLIAMENTARY AUTHORITY**

Section 1. The Bylaws of the Organization may be amended at any General or Special meeting by a two-thirds majority vote of the Members present and constituting a quorum. Written notice of the proposed amendments shall be made to the Members at least seven (7) calendar days in advance of the Meeting.

Section 2. Except as provided herein, the rules contained in Robert's Rules of Order Newly Revised shall govern the Organization.

## **ARTICLE X. ACTION WITHOUT A MEETING**

Section 1. Any action required or permitted to be taken at a meeting of the Executive Committee or any individual committee may be taken without a meeting if written consent setting forth the action so taken is signed by two-thirds majority of the Executive Committee or individual committee, as the case may be; and such action shall have the same force and effect as if it were approved by a majority vote a meeting thereof, duly and regularly called.

## **ARTICLE XI. FINANCES**



Section 1. Two Officers must approve, in writing, all single expenditures over \$250.00. One of those approving officers must be the Treasurer.

Section 2. Upon dissolution of the Organization, any remaining funds should be used to pay any outstanding liabilities and, with Member's majority approval, be spent for the benefit of The School at St. George Place. If the School at St. George Place ceases to exist, remaining 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.

Section 3. The Organization will use July 1 – June 30 as its Fiscal Year.

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## **ARTICLE XII. STANDING RULES**

Section 1. Standing Rules may be created, abolished, or modified by two-thirds majority of the Executive Committee. The Secretary will keep and publish a record of the standing rules for reference to all Members.

## **ARTICLE XIII. TRANSACTIONS OF THE CORPORATION**

Section 1. The Executive Committee may authorize any officer or agent of the Organization to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Organization. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 2. All of the Organization's funds will be deposited to the credit of the Organization's in banks, trust companies or other depositories that the Executive Committee selects.

Section 3. The Executive Committee may accept, on the Organization's behalf, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization. The Executive Committee may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Organization's federal and state tax status.

Section 4. Gifts and donations to political entities and candidates from the Organization are not allowed.

Section 5. The Organization may not make any loan to an Executive Committee member nor to any other person or entity.

Section 6. A member, Officer or Committee Chair of the Organization may lend money to and otherwise transact business with the Organization except as otherwise provided by these Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with Organization has the same rights and obligations relating to those matters as other persons transacting business with the Organization.

Section 7. Members must expressly disclose any potential personal interest in becoming a lender to the Organization to the Executive Committee in advance of said lending.

Section 8. As long as the Organization exists, and except with the Executive Committee's approval, no member, Officer or Committee Chair of the Organization may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Organization.

- (b) Do any act with the intention of harming the Organization or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Organization's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Organization.
- (e) Use the Organization's assets, directly or indirectly, for any purpose other than carrying on the Organization's business.
- (f) Wrongfully transfer or dispose of Organization's property, including intangible property such as good will.
- (g) Use the Organization's name (or any substantially similar name) or any trademark or trade name or logo adopted by the Organization, except on the behalf of the Organization in the ordinary course of its business.
- (h) Disclose any of the Organization's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section 9. Any member, Officer, Committee Chair of the Organization, or other interested party, may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Organization. The inspection may take place at a reasonable time, no later than forty-five (45) days subsequent to receipt of the written request. The Executive Committee may establish reasonable copying fees, which may cover the cost of materials and labor, for those requesting a copy of the corporate books and records. The copied materials must be delivered within forty-five (45) days subsequent to the receipt of the written request.

#### **ARTICLE XIV. INDEMNIFICATION**

Section 1. The Organization will indemnify an Officer, Committee Chair or member or agent of the Organization who was, is or may be named a defendant or respondent in

any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Organization. For the purposes of this article, an agent includes one who is or was serving at the Organization's request as an Officer, Partner, Venturer, Proprietor, Trustee, Partnership, Joint Venture, Sole Proprietorship, Trust, or other enterprise.

Section 2. The Organization will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Organization's best interests. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.

Section 3. The Organization will not indemnify a person who is found liable to the Organization or is found liable to another on the basis of improperly receiving a personal benefit from the Organization. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Organization.

Section 4. Regardless of indemnification, the Organization will not reimburse penalties, fees or charges to the individual or provide any other type of compensation to indemnified individuals. Indemnification is in name only.

## **ARTICLE XV. MISCELLANEOUS PROVISIONS**

Section 1. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. To the greatest extent possible, these Bylaws shall be construed to confirm to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaws provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 3. All singular words include the plural, and all plural words include the singular.

Section 4. The Bylaws will bind and inure to the benefit of the members, Officers and Committee Chairs and agents of the Organization and their respective successors, administrators, executors, legal representatives, and assigns except as the Bylaws otherwise provide.

## **ARTICLE XVI. DISSOLUTION**

Section 1. The Organization may be dissolved with 30 calendar day notice and two-thirds vote of all Members.

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### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The School at St. George Place Parent Teacher Organization and that these Bylaws constitute the Organization's Bylaws. These Bylaws were duly adopted at a meeting of the Executive Committee held on October 12, 2007.

Dated: \_\_\_\_\_

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Christa Hynes  
Secretary of the Organization