

By Laws
Montgomery High School Project Graduation
Graduating Class of 2012

Article 1 – NAME & LOCATION

The name of this organization shall be Montgomery High School Project Graduation (“MHS Project Graduation”), located at Montgomery High School in Montgomery, Texas. MHS Project Graduation is a nonprofit corporation.

Article 2 – PURPOSES & POLICIES

Section 1. MHS Project Graduation is organized exclusively for charitable, scientific or educational purposes as that term is defined in section 501(C)(3) of the Internal Revenue Code and Section 11.18 of the Texas Tax Code or the corresponding section of any future federal or state tax codes. The purpose of MHS Project Graduation is to provide a safe, drug and alcohol free environment for the celebration of graduation by Montgomery High School Seniors.

Section 2. MHS Project Graduation does not engage in activities unrelated to its educational and charitable purposes. It is noncommercial, meaning neither MHS Project Graduation nor its officers in their official capacity endorses any products or companies; it is nonsectarian, meaning it welcomes members of all cultures, ethnic backgrounds, and political and religious beliefs; and it is nonpartisan, meaning neither it nor its officers in their official capacity supports or opposes political candidates or issues. No part of the net earnings of MHS Project Graduation shall inure to the benefit of or be distributable to its members, officers or other private persons except for payment of compensation for services reasonably rendered and the carrying on of its legitimate purposes. MHS Project Graduation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code or by the corresponding section of any future federal tax code.

Article 3 – MEMBERSHIP

Section 1. Parents and Legal Guardians of MHS students may become members of MHS Project Graduation on payment of dues to be determined by the Executive Board. Each member has one vote. Membership provides the privileges of participation in all activities of MHS Project Graduation including the right to vote and hold office. Membership shall be segregated by graduating class year, e.g. class of 2012..

The staff of Montgomery High School and administrators of Montgomery Independent School District shall serve as non-voting ex-officio members in an advisory capacity to the membership and all committees.

Section 2. These bylaws are specifically prepared for the graduating class of 2012.

Section 3. The following decisions shall be made by a majority of the members present at the meeting in which the issue is brought to vote.

- Types of fundraisers for Project Graduation 2012
- The location of the Project Graduation 2012 graduation celebration

Article 4 – OFFICERS & EXECUTIVE BOARD

Section 1. MHS Project Graduation shall have the following Officers: Chairman or Co-Chairman, Secretary and Treasurer. The initial Board of Directors named in the Articles of Incorporation of Montgomery High School Project Graduation are to serve until the first annual meeting of the Corporation when their successors are elected and qualified. The term office of shall be for twelve months.

Section 2. The appointed officers of MHS Project Graduation may include any other positions that the elected officers deem necessary or desirable. A majority of the Executive Board shall make appointments of officers.

Section 3. The voting members of the Executive Board shall consist of the elected officers and any appointed officers.

Section 4. The affairs of, activities and operation of MHS Project Graduation shall be managed by the Executive Board. It may create Standing and Special Committees, present reports, and, in general, conduct the business and activities of MHS Project Graduation.

Section 5. All MHS Project Graduation members are eligible to hold elected and appointed office. All offices may be held jointly by two persons serving as “co-officers.” If any elected office is vacated, it shall be filled by a majority of the Executive Board with the nominee’s consent. For good cause, or if an officer does not perform satisfactorily, a majority of the Executive Board may declare an elected office vacant or withdraw the appointment of an appointed officer.

Article 5 – ELECTION & APPOINTMENT OF OFFICERS

Section 1. The Nominating Committee shall present its slate of nominees (with the nominees’ consent) for the offices of Chariman or co-Chairman, Secretary and Treasurer for that graduating class year to the general membership at the last general membership meeting of the school year. Other nominations may be made from the floor with the nominee’s consent.

Section 2. Balloting shall be by show of hands. A simple majority shall constitute an election. In the event no nominee in a contested race receives a majority vote, election by plurality vote on written ballot shall follow.

Section 3. At the end of the MHS Project Graduation year, all officers shall deliver to their respective successors all accounts, records, documents and other property of MHS Project Graduation and shall cooperate in the smooth and orderly transfer of programs and knowledge.

Article 6 – DUTIES OF OFFICERS

Section 1. The powers and responsibilities of the elected officers shall be as such are implied by their respective titles and specified by these Bylaws.

Chairman or Co-Chairman: Supervise and control the affairs of MHS Project Graduation; set the agenda and preside at all meetings; serve as the official MHS Project Graduation representative to the Montgomery Independent School District, to the school, to parents and to the community; act as primary liaison between MHS Project Graduation and the MHS administration, faculty and staff.; appoint the Nominating Committee and such other committees as the Chair or Co-Chair may deem desirable.

Secretary: Take, or ensure that someone takes, minutes of all meetings; supervise and maintain records of all elections and appointments of officers; maintain a complete and accurate file of all records of MHS Project Graduation and make such records available for inspection and copying on reasonable request by any member; issue all notices of meetings; and handle all correspondence.

Treasurer: Supervise the financial business of MHS Project Graduation; establish a banking relationship for MHS Project Graduation; appoint one (1) or more Executive Board member as the authorized co-signor of accounts to jointly sign all checks of MHS Project Graduation; receive, deposit and disburse MHS Project Graduation monies; keep an accurate account of all financial transactions and make such records available for inspection and copying on reasonable request by any member; maintain the historical books and records of account of MHS Project Graduation to ensure that correct and complete financial records for the three (3) preceding fiscal years have been preserved; make regular written reports of fund balances, income and expenses to the Executive Board and general membership, implement all such procedures and safeguards as may be necessary to protect MHS Project Graduation funds; insure that all required state and federal filings are made.

Article 7 – INDEMNIFICATION

To the maximum extent allowed by law, MHS Project Graduation will indemnify and hold harmless each past and present Officer of MHS Project Graduation from liability relating to actions taken in good faith by the Officer when the Officer is acting in his or her official capacity. The Members intend that no Officer shall have personal liability for actions taken in good faith in the Officer's capacity except to the extent that the Officer has breached standards of conduct set forth in the Texas Nonprofit Corporation Act or other applicable law.

Article 8 - STANDING AND SPECIAL COMMITTEES

Section 1. Nominating committee: This committee is responsible for formulating a slate of nominees for elected office. The Chair or Co-Chair shall nominate members of this committee. Membership of this committee shall consist of two (2) Executive Board Members and one (1) general member.

Section 2. Audit Committee: This committee is responsible for auditing the records and accounts of MHS Project Graduation and either confirming the Treasurer's certified balance or certifying the Audit Committee's balance. The Chair or Co-Chair shall nominate members of this committee. Membership shall consist of one (1) Executive board Member and two (2) general members.

Section 3. Other Standing Committees: The Executive Board, by majority vote may establish additional standing committees. The Executive Board, by majority vote, shall name Chairs and members of these committees. The Chairs of these committees shall report their plans and activities to the Executive Board which must approve all such reports.

Section 4. Special Committees: The Chair or Co-Chair and/or the Executive Board may create Special Committees. Special Committees are created for a specific time or task and shall cease to exist at the end of the time or when the task is completed or at the end of the school year whichever comes first. The Executive Board, by majority vote, shall name Chairs and members of these committees.

Article 9 – MEETINGS

Section 1. MHS Project Graduation shall hold a minimum of one (1) regular general membership meeting per quarter during the months of August through May. The election of officers for the next MHS Project Graduation year shall be

held at the last general membership meeting of the school year. Additional special general membership meetings may be called by majority vote of the Executive Board upon giving ten (10) days notice. Except in the case of emergency meetings and special meetings, a minimum of three (3) days' notice of any general membership meeting shall be posted at MHS and/or given by any other method reasonably calculated to notify members of the meeting. All decisions put to vote of the general membership shall be made by a majority of the members present at any meeting.

Section 2. The Chair or Co-Chair shall call the first Executive Board meeting sometime between June 15th and Labor Day. Thereafter, the Chair or Co-Chair shall call a minimum of one (1) regular Executive Board meeting per month from August through May. Additional special Executive Board meetings may be called by the Chair or Co-Chair or by majority of the Executive Board. Except in the case of emergency meetings, a minimum of three (3) days' notice shall be given. All Executive Board meetings shall be open to the membership, but only Executive Board members shall have voting rights. A majority of the membership of the Executive Board as defined in Article 4, Section 3, shall constitute a quorum for the transaction of business. A majority of the Executive Board acting in regular, special and emergency meetings shall have the authority to act on behalf of MHS Project Graduation provided a quorum is present.

The primary function of Executive Board meetings shall be to transact the business of MHS Project Graduation consistent with these Bylaws, the Standing Rules adopted by the Executive Board and the Chair or Co-Chair's annual goals. The Executive Board shall lead MHS Project Graduation's activities and control the affairs, funds and property of MHS Project Graduation, reporting all of its activities to the general membership.

Article 10 – GOVERNANCE OF MHS Project Graduation

Section 1. These Bylaws shall be the primary source of authority for the conduct of MHS Project Graduation. These initial bylaws shall be adopted with ten (10) days notice at the first general membership meeting by a majority of the members present at that meeting. Bylaws may be amended by majority vote of the Executive Board following a minimum of ten (10) days' notice of proposed amendment to the Executive Board except that Article 3 Section 3 may only be amended with ten (10) days notice by the majority of the members present at a general membership meeting.

Section 2. The Executive Board may adopt and amend such Standing Rules as are necessary or desirable.

Section 3. When not covered by these Bylaws or Standing Rules, if any, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and not inconsistent with

other Bylaws or Standing Rules, the Texas Education Code, the policies of the Montgomery Independent School District and MHS, and all other applicable law.

Section 4. If any Bylaw or Standing Rule conflicts with the policies of the Montgomery Independent School District and MHS, the Texas Education Code, and/or other applicable law, such Bylaw or Standing Rule shall be null and void, and the Executive Board shall repeal the offending provision and enact in its place a substitute provision that both meets MHS Project Graduation's intents and needs and complies with all applicable authority.

Article 11 – DISSOLUTION

Section 1. This organization shall dissolve on majority vote of the general membership present at a meeting called for such purpose.

Section 2. Upon dissolution a majority of the Executive Board shall agree to an orderly winding up of the affairs of MHS Project Graduation, including the distribution, after satisfaction of all liabilities and the distribution of all net assets. Assets shall be distributed to a similar, nonprofit/tax exempt (within the meaning of section 501 (C) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code) successor association organized to support MHS or, if none, to MHS or to other state, federal or local government for a public purpose. All bank accounts shall be closed, and all records, documents and other property of MHS Project Graduation shall be delivered to the successor organization or, if none, to the school or other successor organization.

CERTIFICATION

I hereby certify that after due notice, these Bylaws were adopted by majority vote of the members of MHS Project Graduation at its meeting held on _____ 2008 to take effect immediately.

Secretary