

**Bylaws
of
The Woodlands Operation Graduation
A Texas Nonprofit Corporation**

**Article One
Name and Location**

Section 1. Name. The name of this corporation shall be The Woodlands Operation Graduation (“the Corporation”).

Section 2. Location. The principle address of the Corporation shall be located at: P.O. Box 8461, The Woodlands, Texas 77387. The Corporation shall maintain a registered office and a registered agent within the State of Texas in accordance with the requirements of the Texas Non-Profit Corporation Act (TNPA). The location of the principle office, the location of the registered office, and the designation of the registered agent, shall be approved by the Board of Directors and may be changed as the Board of Directors shall deem necessary.

**Article Two
Purposes and Structure**

Section 1. Purposes. This corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The purposes of the Corporation include;

A. Hosting a smoke-free, drug-free, and alcohol-free celebration environment for graduating High School senior students (the “Operation Graduation” event) from The Woodlands High School and The Woodlands College Park High School;

B. Raising funds and purchasing personal property and services to be used by graduating senior students from The Woodlands High School and The Woodlands College Park High School for a smoke-free, drug-free, alcohol-free celebration.

C. Recruiting volunteers to conduct fund raising activities and to facilitate the Operation Graduation event for The Woodlands High School and The Woodlands College Park High School graduating senior students;

D. Educating students, parents, and the community about the dangers of drug and alcohol consumption;

E. Engaging in other charitable, civic, or educational activities that will contribute to the public education of the community; and exercising other powers conferred by the laws of Texas on nonprofit corporations.

Section 2. Structure. This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan, and shall seek neither to direct the administrative activities of the Conroe Independent School District nor to control its policies.

No part of the net earnings of the Corporation shall inure to the benefit of any Director or the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more

of its purposes); and no Director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

The Corporation shall observe the following regulations: Conroe Independent School District Parent Organization Guidelines and all local, state and federal laws which apply to nonprofit organizations.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as follows:

(a) All liabilities of the Corporation shall be paid or adequate provision shall be made for payment;

(b) Assets held by the Corporation upon a condition which requires such assets be returned or specifically conveyed to a third party upon dissolution of the Corporation shall be returned or conveyed in accordance with such requirements;

(c) All of the remaining assets of the Corporation shall be pro-rata distributed to The Woodlands High School PTA and to The Woodlands College Park High School PTA based upon the number of graduating senior students as of February 1 of the most recent school year, both of which are charitable organizations which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation 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.

The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Article Three **Membership**

Section 1. Membership. The Corporation shall have one class of membership. Members of this Corporation shall be limited to persons serving on the Board of Directors and Committee Chairpersons. A maximum of one membership shall be granted to each person.

Section 2. Qualification. To maintain good standing, each Member must:
A. Uphold the policies of this organization;

- B. Conduct business under the terms of the Corporation bylaws;
- C. Fulfill the duties of the office or committee position held.

Section 3. Membership Drive. An annual membership drive shall not be conducted.

Section 4. Dues. Annual dues shall not be assessed.

Article Four **Member Meetings**

Section 1. Annual Business Meeting. An annual business meeting of Members shall be held on such date and at such time as may be set by the Board of Directors. Officers of the Corporation shall be elected and other proper business may be transacted.

Section 2. Regular Meetings. Regular Meetings of the Members shall be held on such date and at such time as may be fixed by the Board of Directors.

Section 3. Special Meetings. The Board of Directors, the President, or 20 percent (20%) or more of the Members having a right to vote, may call a Special Meeting of the Members for any lawful purpose at any time.

Section 4. Procedure for Calling Special Meetings. A Special Meeting called by Members shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the President or any Director of the Corporation. The Secretary shall cause notice of any Special Meeting of the Members to be given promptly to the Members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors. Notice of any Special Meeting of the Members shall be given at least three (3) days business days prior to the proposed meeting by oral or written notice delivered personally or sent by mail, phone, e-mail, facsimile, or messenger to each Member at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the President or the Board of Directors. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a Special Meeting.

Section 5. Place of Meetings. Meetings of the Members shall be held at any place designated by the Board of Directors.

Section 6. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the voting members. Members who are not in good standing or whose memberships have been suspended or terminated shall not be entitled to vote on any matter.

Section 7. Quorum. Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members. "Voting power" means those Members in good standing entitled to vote. If a quorum is present, the affirmative vote of a

majority of the voting power represented at the meeting shall be deemed the act of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum.

Section 8. No Voting by Proxy. No voting by proxy is allowed.

Article Five **Board of Directors**

Section 1. Number and Qualification of Members of the Board of Directors. The authorized number of members of the Board of Directors shall be eleven (11), unless changed by amendment of the Articles of Incorporation or these Bylaws. Members of the Board of Directors shall be the President, two (2) Vice-Presidents, the Secretary, the Treasurer, four (4) Board Members-at-Large, the immediate Past President who shall serve as ex-officio advisor, and a Parliamentarian, who shall be appointed by the President and enforce rules of order. Directors must be Members in good standing of the Corporation.

Section 2. Powers. The Board of Directors shall be the governing body of the organization and shall manage, control, and direct the affairs and property of the organization. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

Section 3. Compensation. No Director shall receive compensation for any service he or she may render to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section 4. Meetings of the Board of Directors. Regular Meetings of the Board of Directors shall be held on such date and at such time as may be fixed by the Board of Directors.

Section 5. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or any other member of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least three (3) days business days prior to the proposed meeting by oral or written notice delivered personally or sent by mail, phone, e-mail, facsimile, or messenger to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting, and the attendance of a Director at any meeting shall constitute a waiver or notice of such meeting.

Section 8. Telephonic Meetings of the Board of Directors. Any meeting of the Board of Directors may be held by conference telephone, videoscreen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to

be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.

Section 9. Action Without a Board of Directors Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

Section 10. Conduct of Board of Director Meetings. The President or, in his or her absence, the Vice-president, will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the Board of Directors will act as Secretary of the Board and shall keep written minutes of all actions taken by the Board.

Section 11. Quorum at Meetings of the Board of Directors. A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 12. Vacancies on the Board of Directors. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board. A vacancy on the Board of Directors occurs on the death, resignation, or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Except as otherwise provided in these Bylaws, vacancies on the Board, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, the nominating committee shall appoint one of the current Vice-Presidents.

Section 13. Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors, of which meeting the resigning Director or Committee Chair shall receive notice.

Section 14. Removal of Members of Board of Directors. Any member of the Board of Directors may be removed from office at any time by a majority vote of the Board of Directors of the Corporation whenever in their judgment removal is in the best interests of the Corporation.

Section 15. Voting. Each Board of Director member shall have the right to cast one vote in any matter at particular meeting.

Section 16. Proxy. No voting by proxy will be allowed.

Article Six **Officers**

Section 1. Elected Officers. The elected Officers of the Corporation shall be a President, two (2) Vice-Presidents, one of which shall represent The Woodlands High School and the other shall represent The Woodlands College Park High School, four (4) Board Members-at-Large, a Secretary, and a Treasurer. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. No two offices shall be held by the same person, except that if the Vice-President assumes the office as President pursuant to Section 5.12, that person may hold both offices until the next election of officers.

Section 2. Duties of Officers. Their respective duties are as follows:

- A. The President shall:
1. Serve as Chief Executive Officer of the Corporation;
 2. Preside at all meetings of the Board of Directors and Members;
 3. Coordinate the work of the Directors and Committee Chairpersons in order that the objectives may be promoted;
 4. Coordinate the work so that the necessary reports are timely made to the Conroe Independent School District and to the appropriate State and Federal agencies;
 5. Co-sign checks with one of the Vice-Presidents;
 6. May sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation;
 7. Appoint the Parliamentarian to the Board of Directors;
 8. Appoint the Nominating Committee;
 9. Appoint the Audit Committee;
 10. Preside at the Operation Graduation events;
 11. Perform such other duties as deemed necessary by the Directors.
- B. The two (2) Vice-Presidents shall:
1. Live in the geographic district area of the school for which they represent, being one Vice-President from The Woodlands High School area, and one Vice-President from The Woodlands College Park High School area;
 2. Assume the duties of the President in the event of the President's inability to serve or resignation;
 3. Co-sign checks with either the other Vice-President or the President; Coordinate the equitable distribution of gift and cash awards to attendees at the Operation Graduation event;
 4. Perform such other duties as deemed necessary by the Directors.

- C. The Secretary shall:
1. Record the minutes of all meetings of the Board of Directors and the Members, and furnish a copy of such minutes to the President within one (1) week following the meeting;
 2. Coordinate all correspondence relating to the Corporation;
 3. Maintain a roll of all Members of the Corporation;
 4. Catalogue and supervise the property of the Corporation;
 5. Publish all notices of meetings or other matters, as required by the provisions in these Bylaws;
 6. Perform such other duties as deemed necessary by the Directors.
- D. The Treasurer shall:
1. Have prior bookkeeping experience or be a CPA;
 2. Be the financial officer of the Corporation;
 3. Prepare the budget and provide bank reconciliations and financial reports monthly at each Board meeting or as requested;
 4. Receive all monies of the Corporation and deposit said monies in a bank designated by the Directors of the Corporation;
 5. Keep an accurate record of receipts and expenditures;
 6. Pay out funds with proper vouchers in accordance with the approved budget;
 7. Prepare all required tax returns on behalf of the Corporation;
 8. Perform such other duties as deemed necessary by the Directors.
- E. The four (4) Board Members-at-Large shall serve in roles established by the Board of Directors.

Section 3. Term. The President, two (2) Vice-Presidents, Secretary, and Treasurer shall serve one-year terms of office. The Board Members-at-Large shall each serve a two (2) year term of office. Board Members-at-Large shall serve on a staggered basis so that two (2) Board Members-at-Large are elected each year. No person(s) shall serve more that two consecutive terms in the same office.

Section 4. Nomination. The President shall appoint a Nominating Committee consisting of four (4) Members of the Corporation, being two members living within the geographic district area of The Woodlands High School and two members living within the geographic district area of The Woodlands College Park High School. The Nominating Committee will present a slate of Officers to the Members within ten (10) days prior to the meeting at which Officer Election will be held.

Section 5. Election. The Officers shall be elected by majority vote of the Members present and entitled to vote at the Annual Business Meeting of the Members. Nominations from the floor are permitted if the Nominee's permission and willingness to serve has been obtained before the vote. If there is only one nominee for an office, election by acclamation shall be permitted; written ballots will be the method of voting for offices with more than one nomination. Notwithstanding any provision regarding requirements of a quorum herein, Officers will be elected by simple majority of the Members present. Each Officer shall take office upon election and shall hold office until the next annual meeting of Members at which the office is up

for election and until a successor has been elected and qualified. If the Annual Business Meeting is not held or the Officers are not elected at such meeting, the Officers may be elected at any Special Meeting of Members held for that purpose.

Article Seven **Committees**

Section 1. Establishment of Committees. In the event that the Board of Directors determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees, or by an executive committee, the Board of Directors may from time to time establish one or more such committees. The establishment of a standing or special committee or an executive committee shall be effected by a resolution of the Board of Directors approved by the vote of a majority of the members of the Board then in office, which specifically sets forth the powers and duties delegated to such a committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility under the law. The term “standing committee” or “special committee” shall mean any committee appointed by the Board of Directors which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board of Directors.

Section 2. Committee Chairperson. The Board of Directors shall appoint Committee Chairpersons of all standing or special committees. Notice of and procedures for , meetings of standing or special committees shall be as prescribed by the Committee Chairperson of each such committee, and meetings of standing or special committees may be called by the Board of Directors or by the Committee Chairperson of the standing or special committee. If a Committee Chairperson should resign, or a Committee Chairperson position should become vacant, the President shall immediately appoint a replacement, and if no replacement is appointed, the calculation of the voting power quorum shall be concurrently reduced until said position is appointed.

Section 3. Standing Committees. The Board of Directors establishes the following Standing Committees and delegates the applicable powers and duties to each respective Committee Chairpersons:

Nominating Committee: Nominate a slate of officers.

Audit Committee: Conduct an annual audit of the financial records in accordance with Conroe Independent School District.

Section 4. Limitations Upon Committees. No committee of the Board of Directors, including any executive committee, shall have any of the authority of the Board of Directors with respect to a) the approval of any action required by law as also requiring the approval of the Members; b) the filling of vacancies on the Board of Directors or on any committee of the Board; c) the amendment or repeal of Bylaws or the adoption of new Bylaws; d) the amendment or repeal of the articles of incorporation or the adoption of new articles; e) adopting a plan of merger or consolidation; f) recommending to the Members the sale, lease, exchange or other

disposition of all or substantially all of the property and assets of the Corporation; or g) recommending to the members a voluntary dissolution of the Corporation or revocation thereof.

Article Five

Contracts, Checks, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize any Committee Chairperson to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any officer other than the Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited as soon as possible after they are received to the credit of the Corporation in such banks as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Article Six

General Provisions

Section 1. Fiscal Year. The fiscal year of this Corporation shall be June 1 through May 31 of the following calendar year.

Section 2. Operating Funds. Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings. The first \$32,000.00 of profits received shall be split evenly between the two schools: \$16,000.00 for The Woodlands High School and \$16,000.00 for The Woodlands College Park High School. These funds are designated to cover Administrative and Committee expenses. Proceeds in excess of said \$32,000.00 shall be pro-rata distributed between the two schools based upon the number of Seniors at each school as of February 1 of the current school year.

Section 3. Fiscal Responsibility. All directors having fiscal responsibility shall be bonded.

Section 4. Annual Statement. The directors shall present at Annual Business Meeting, or when called by vote of the Members at any meeting, a full and clear statement of the condition of the Corporation.

Section 5. Group Exemption. This nonprofit organization will qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Article Seven
Amendments

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board of Directors, provided that such alterations, amendments, or proposed substitute Bylaws have been read or distributed to all Directors present at the previous regular meeting or such action may be made at a special meeting held at least ten days after the regular meeting at which the reading or distribution was made.

Section 2. Amendments to the Articles of Incorporation. The Directors shall adopt a resolution setting forth any proposed amendment to the Articles of Incorporation, which, if approved by a majority of the Directors, shall be again submitted for a vote at the next regular meeting of the Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Woodlands Operation Graduation and that these Bylaws constitute the corporation's Bylaws. The Bylaws were duly adopted at a meeting of the Board of Directors held on _____, 2009.

Dated: _____

Secretary of the Corporation