

**BYLAWS**  
**OF**  
**THE VILLAGE SCHOOL ENRICHMENT ORGANIZATION**  
**A NOT-FOR-PROFIT CORPORATION**  
**INCORPORATED UNDER THE LAWS OF**  
**THE STATE OF TEXAS**

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**TABLE OF CONTENTS**

Article I:	Offices
Article II:	Purposes
Article III:	Board of Directors
Article IV:	Officers
Article V:	Committees
Article VI:	Meetings
Article VII:	Construction
Article VIII:	Amendments
Article IX:	Conduct
Article X:	Indemnity

## **ARTICLE I - OFFICES**

The principal office of the corporation shall be in the City of Houston, in the County of Harris, in the State of Texas.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may so require.

## **ARTICLE II - PURPOSES**

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

The Village School Enrichment Organization (the "Corporation" or "VSEO") is organized exclusively for charitable, educational, extracurricular, enrichment, scientific purposes and/or for any other purposes as the Corporation sees fit, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization

or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III - BOARD OF DIRECTORS**

#### 1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors (the "Board") which shall consist of at least three directors. Each director shall be at least eighteen years of age. Directors shall include a minimum of two (3) members from the Parent and/or Guardian body of students currently enrolled at The Village School (the "TVS") and one advisory board member from from the TVS faculty, staff or administration. Advisory board member shall serve as only an advisor and shall have no voting power. All directors shall serve in the interest and purpose of the VSEO as a whole rather than in the interest of any individual(s) and/or committee(s).

Voting Members: The Board members, President, Secretary, Treasurer, and the chairs of all VSEO standing committees shall be voting members of the Board.

#### 2. ELECTION AND TERM OF DIRECTORS.

**Eligibility for Membership.** Parents and guardians of students currently enrolled at TVS shall be members of the VSEO.

For applicable positions, at the last Board meeting, members of the Board shall elect directors to hold office for a term of two (2) years. Each director shall hold office until the expiration of the term for which they were elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal.

#### 3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

#### 4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of their predecessor.

#### 5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the Board. Directors may be removed due to nonfulfillment of duties required by the Board, misconduct, theft and misrepresentation of our organization all by majority vote of the Board members.

#### 6. RESIGNATION.

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

#### 8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

#### 9. CHAIRMAN.

At all meetings of the Board, the President, or in their absence, a chairman chosen by the Board shall preside.

#### 10. COMMITTEES.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board.

### **ARTICLE IV - OFFICERS**

#### 1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Committee Chairs, a Secretary and a Treasurer, and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. Collectively, they shall be called the Executive Committee. All Officers shall be elected or appointed to hold office. Each Officer shall hold office for a two (2) year term for which they are elected or appointed and/or until their successor has been elected or appointed.

Officers may serve 2 terms consecutively or until a successor is elected or appointed for their position. Each term shall begin at the end of the preceding school year term and shall end on that last day of the following TVS spring school term. Parents or guardians of current enrolled students are eligible to serve as Officers. No Officer can serve more than one position. All Officers shall be voting members of the Executive Committee.

## 2. REMOVAL OR RESIGNATION.

Any Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President, Treasurer, and Secretary.

## 3. PRESIDENT

The President shall be the Chief Executive Officer of the corporation; they shall preside at all meetings of the members and of the Board; they shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect; conduct the affairs of the VSEO according to these bylaws; approve all conveyances and contracts concerning the VSEO; arrange for and preside at all meetings of the general membership, as well as all, meetings of the VSEO Board, and other committees as needed; serve as a voting member of the Officers and the VSEO Board; serve as an ex-officio member of all VSEO committees; sign and execute all contracts in the name of the corporation; they shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors; they shall at all reasonable times exhibit their books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, they shall have an audit of the accounts of the corporation, and shall present such audit in writing at the annual meeting of the Board, at which time they shall also present an annual report setting forth in full the financial conditions of the corporation.

## 4. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. They shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. They shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; they shall attend to such correspondence as may be assigned to them, and perform all the duties incidental to their office; serve as a voting member of the VSEO Board; serve as an ex officio member of all VSEO committees; and represent the VSEO at school events.

## 5. TREASURER

The Treasurer shall work with the TVS Administration and/or related offices as needed to prepare and ensure compliance with the Annual Budget when applicable and/or available; shall have the care and custody of all the funds and securities of the corporation, and may deposit said funds in the name of the corporation in such bank or trust company as the directors may elect;; coordinate the financial aspects of fundraising events of the VSEO; assist and coordinate the financial aspects of the fundraising events of the committees; review and overlook the committee financials; report on the financial status of the VSEO at each meeting of the Board and other required meetings; serve as a voting member of the VSEO Board; comply with annual 501(c)(3) state and federal filings; serve as an ex-officio member of all VSEO committees; and represent the VSEO at school events.

An annual financial audit of all VSEO financial records including but not limited to all committee financial records shall be conducted by an independent third party selected by the Board. The Treasurer shall facilitate and assist as needed to complete the audit and all Committees Chairs shall provide all records and documents as needed and/or requested by the Board to facilitate the audit.

## 6. SELECTION

**Nominating Committee.** A nominating committee of the VSEO (the "Nominating Committee") shall elect the officers of the VSEO. The members of the Nominating Committee shall be (a) the current President of the VSEO, (b) the current Secretary of the VSEO, (c) a parent representative from the Lower School (selected by the Board), (d) a parent representative from the Middle School (selected by the Board), and (e) a parent representative from the High School (selected by the Board). The President shall serve as the chair of the Nominating Committee.

**Selection Process.** In December of each year, the Nominating Committee shall meet to elect a slate of nominees for the open officer positions. No business of the Nominating Committee shall be conducted unless all members are present, and decisions of the Nominating Committee shall be made by majority vote.

The President will then present the approved nominees to the general membership at the last VSEO general meeting for the school year.

## 5. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into their hands.

## **ARTICLE V - COMMITTEES**

## 1. ESTABLISHMENT

The Board shall establish with a majority vote such committees as it deems necessary to accomplish the objectives of the VSEO, particularly to organize and promote school-related events. All such committees exist, serve, and may be discontinued or combined at the discretion of the Board.

## 2. TYPE OF COMMITTEES

The Board may establish two different types of committees: (1) standing and (2) ad hoc. Standing committees shall be those committees that are expected to exist every year and, particularly, include those committees that organize and promote yearly school-related events. Ad hoc committees shall be those committees that are expected to exist only for a limited time or to accomplish a discreet purpose or goal.

## 3. CHAIRS AND COMMITTEE MEMBERS

Before the beginning of a new school year or when a new committee is established, the Executive Committee shall approve by a majority vote a member or members of the VSEO to chair each committee. The chair of each committee shall then contact volunteers who will serve on the committee. There shall be a minimum of three (3) members in each committee.

## 4. DUTIES and FUNDRAISING

Each committee will serve in accordance and compliance with the Bylaws and purpose of the VSEO. Each committee, whether standing or ad hoc, shall include the following duties: fundraising for their designated committee; assist in raising funds for the VSEO general purposes; help promote and support the VSEO purpose and mission; manage the accounting of the monies collected; report the accounting to the Treasurer; report to the Officers the plans, status, and other related information regarding the Committee; and perform all the duties incidental to their committee and roles.

**Committee Financial Duties.** Each committee will budget, manage, and distribute funds raised by each respective committee per their discretion, so long as, such activities are in accordance with the purpose of this Corporation. Each committee will maintain a ledger of their accounts and budgets. All funds received by each committee shall be deposited into the VSEO bank account. Funding requests shall be made in writing and signed by the following: Committee Chair, Division Head, Treasurer and President.

**Committee Money Distributions.** Payments and funding decisions shall be made by a majority vote of the respective committee. Following, the Committee Chair shall submit a funding request as stated herein.

## **ARTICLE VI - MEETINGS**

### 1. GENERAL MEETINGS

At least two meetings of the VSEO general membership shall be held during each school year, once every semester. Additional general meetings may be held as deemed necessary by the Officers. The date, time, and place for any meeting shall be announced to the general membership not less than fifteen (15) business days in advance of the meeting date. Decisions of the general membership shall be made by majority vote of those voting members present.

## 2. VSEO BOARD MEETINGS; QUORUM; NOTICE OF SPECIAL MEETINGS OF THE BOARD, ADJOURNMENT.

Meetings of the VSEO Board shall be held each quarter at a location, date, and time to be determined by the Board. The Board may hold its meetings at the office of the corporation or at such other places, either within or outside the state, as it may from time to time determine. A quorum of the Board shall be present to hold a meeting. Notification of any meeting shall be sent to the Board members at least fifteen (15) business days in advance of the meeting date. Except as specified in Article X, infra, decisions of the Board shall be made by majority vote of those members present.

Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon three days notice to each director either personally or by mail or electronic mail; special meetings shall be called by the President or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to them.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

## 3. OFFICER MEETINGS

Meetings of the Officers shall be held every other month. If the Officers are serving on the Board, then Board meetings may be conducted in lieu of the Officer Meetings. No business of the Officers shall be conducted unless a quorum of members are present, and decisions of the Officers shall be made by majority vote.

## 4. RULES OF CONDUCT

The President and Secretary shall ensure that business at all meetings is conducted according to Robert's Rules of Order, Revised.

## **ARTICLE VII - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.



### **ARTICLE VIII - AMENDMENTS**

The by-laws may be adopted, amended or repealed by the board at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board may be amended by the Board members entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

### **ARTICLE IX - CONDUCT**

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

### **ARTICLE X - INDEMNITY**

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, whether or not he is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The foregoing represents an accurate and complete copy of the Bylaws of THE VILLAGE SCHOOL ENRICHMENT ORGANIZATION.

The foregoing By-Laws were adopted by the directors of:

**THE VILLAGE SCHOOL ENRICHMENT ORGANIZATION**

On the \_\_\_\_\_ day of \_\_\_\_\_, **2023.**

\_\_\_\_\_  
**Director**

\_\_\_\_\_  
**Director**

\_\_\_\_\_  
**Director**

\_\_\_\_\_  
**Director**