

**BYLAWS
OF
GEORGE DEFER ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION**

(A Michigan Non Profit Corporation)

ARTICLE I. NAME

The name of this corporation shall be George Defer Elementary School Parent Teacher Organization (“PTO”).

ARTICLE II. MISSION STATEMENT

The PTO exists to enhance the school and Defer community by supporting a quality 21st century learning environment while working collaboratively with and as an advocate for students, educators, parents and related stakeholders.

ARTICLE III. MEMBERS

Section 1. Members. The PTO is organized on a membership basis. The Members of this PTO shall consist of any individual, family, alumni, teacher, or school administrator who is interested in supporting the purposes and goals of the PTO and who pay such annual membership fee as fixed by the Board of Directors from time to time. Businesses may support the PTO via sponsorships, in kind donations, advertisements, and other forms of support, as approved by the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the Members will be held at the principal office of the PTO on the second Tuesday of April of each year, or at any other place and date as designated by the Directors for the purpose of electing Directors and for the transaction of other business properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or at the request in writing of at least two of the Members entitled to vote at the meeting. Special meetings will be held at the principal office of the PTO unless otherwise directed by the Members and stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given personally, by email, or by mail to each Member of record entitled to vote at the meeting not less than 10 calendar days nor more than 60 calendar days before the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting.

Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting.

Section 5. Quorum. The quorum requirement for a meeting of the Members shall be as stated in the Articles of Incorporation. The Members present in person or by written proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct of Meetings. Meetings of the Members will be presided over by the President, or the Vice President in the absence of the President. The Secretary or an Assistant Secretary of the PTO or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Participation by Conference Telephone or Remote Communication. A Member or proxy holder may participate in a meeting by conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication.

Subject to any guidelines and procedures adopted by the Board of Directors, Members and proxy holders who are not physically present at a meeting of the Members may participate in the meeting by a means of remote communication and are considered present in person and may vote if all of the following are met:

- (a) The PTO implements reasonable measures to verify that each person who is considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder.
- (b) The PTO implements reasonable measures to provide each Member or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to

read or hear the proceedings of the meeting substantially concurrently with the proceedings.

- (c) If any Member or proxy holder votes or takes other action at the meeting by a means of remote communication, a record of the vote or other action is maintained by the PTO.

Section 8. Voting. Except for family memberships, each Member entitled to vote at any meeting of Members will have the right to cast one vote in person, by proxy, or by electronic transmission if participating in a meeting by remote communication. Family memberships shall have two votes. Except in the case of filling a vacancy, at any election of Directors, the entire number of Directors to be elected will be elected as a slate.

Section 9. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote thereon consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number, Qualification and Term of Office. The property, activities and affairs of the PTO will be managed by its Board of Directors. The Board of Directors of this PTO will consist of not less than nine nor more than nineteen persons as determined by the Members. The Principal and two Teachers of the George Defer Elementary School selected by the Board will serve as ex-officio members of the Board of Directors, without the right to vote, and will serve at the pleasure of the Board.

The term of office of any director will commence upon his or her election or appointment by the affirmative vote of a majority of the Members of the PTO entitled to vote and present in person or by proxy at a meeting of the Members. The Director's term will continue until the next annual meeting of the PTO and thereafter until his or her successor is chosen or until his or her death, resignation or removal prior to the next annual meeting.

Candidates for the Board of Directors are to be individually nominated to a slate by a majority vote of the current Board of Directors, and presented as a slate to the Members at its Annual Meeting. Candidates will be elected as a slate, at one and the same time, and not individually, except in the case of filling a vacancy.

Section 2. Resignation, Removal and Vacancies. A Director may resign by written notice to the PTO. The resignation will be effective upon its receipt by the PTO or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of all Members entitled to vote.

If a vacancy has occurred in the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

Section 3. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the PTO.

Section 4. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the PTO by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer. The authority to execute all material contractual documents must be granted by affirmative action of the Board of Directors.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board of Directors will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one regular meeting of the Board must be held each year.

Section 6. Special Meetings. Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the PTO unless otherwise directed by the President or Secretary and stated in the notice of meeting. Any request for a meeting by Directors must state the purpose or purposes of the proposed meeting.

Section 7. Notice of Meeting Except as otherwise provided by these bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given personally, by email, or by mail to each Director not less than ten days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum and Voting. A majority of all the Directors will constitute a quorum at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. If at any

meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum has been obtained.

Section 9. Conduct at Meetings. Meetings of the Directors will be presided over by the President, or the Vice President in the absence of the President. The Secretary or an Assistant Secretary of the PTO or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 10. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Directors.

Section 11. Participation by Conference Telephone or Remote Communication. A Director may participate in a meeting of the Directors by conference telephone or other means of remote communication if all individuals participating in the meeting may communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

Section 12. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director, and with the appropriate documentation.

ARTICLE V. OFFICERS

Section 1. Election or Appointment. The Board of Directors will elect from among its number, a President, a Vice President, a Secretary and a Treasurer of the PTO at each annual meeting and may elect an Assistant Secretary and Assistant Treasurer. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the PTO.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the PTO and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the PTO will be served.

An officer may resign by written notice to the PTO. The resignation will be effective upon its receipt by the PTO or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Officers will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by an officer in his or her capacity as an officer, and with the appropriate documentation.

Section 4. The President. The President will be the chief executive officer of the PTO and will have general and active management of the activities of the PTO. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the PTO except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Directors and in his or her absence. The President will be an ex-officio member of all committees. Following the President's term, he or she will serve as the Immediate Past President.

Section 5. Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or the President. The Vice President will serve as President following one year of service.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Directors and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose, and electronically. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Board of Directors.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the PTO. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. Board approval is required for all unbudgeted expenses. Written reports must be presented as part of each Board meeting, and archived electronically, with amendments noted. The Treasurer shall work with the Board to establish policies and procedures for funding requests and other best practices. All books, papers, vouchers, money and other property of whatever kind belonging to the PTO which are in the Treasurer's possession or under his or her control will be returned to the PTO at the time of his or her death, resignation or removal from office.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

Section 9. Immediate Past President. The President will serve as Immediate Past President for a one-year term immediately following his or her term as President. The Immediate Past President

shall serve as a resource to the board and current President. He or she shall preside at meetings of the Board of Directors and of the Members in the absence of the President and Vice President.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. The Board of Directors shall establish an Executive Committee consisting of the officers of the PTO, including the Immediate Past President, who shall be an ex officio member of the committee with a vote so long as he or she is also a Director. The Board can add non-voting members on an ad hoc basis, as deemed necessary. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority granted it by the Board of Directors in the management of the business and affairs of the PTO between meetings of the Board of Directors, except that such Executive Committee will not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or conversion;
- (c) Recommend to Members the sale, lease or exchange of all or substantially all of the PTO's property and assets;
- (d) Recommend to Members the dissolution of the PTO or a revocation of a dissolution;
- (e) Amend the Bylaws of the PTO;
- (f) Fill vacancies on the Board;
- (g) Fix compensation of the Directors for serving on the board or on a committee;
- or
- (h) Terminate membership.

Section 2. Other Committees. The Board of Directors may designate other committees that are not executive committees to assist in the conduct of its affairs, as deemed appropriate. Some or all of the members of a committee appointed under this section may be individuals who are Members, Directors or officers of the PTO and some or all of the members of a committee appointed under this section may be individuals who are not Members, Directors or officers of the PTO. Committees appointed under this section may not execute the power or authority of the Board in the management of the business and affairs of the PTO, but may perform under the direction of the Board those functions determined from time to time by the Board.

Section 3. Procedure. All committees, and each member thereof, other than the Executive Committee, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE VII. INDEMNIFICATION

Section 1. Indemnification. The PTO will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the PTO (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the PTO) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the PTO, or is or was serving at the request of the PTO as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the PTO in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the PTO or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the PTO. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the PTO to the extent provided in a resolution of the Board of Directors or in any contract between the PTO and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the PTO will inure to the benefit of the heirs and, personal representatives of that person.

ARTICLE VIII. CONFLICTS OF INTEREST

Section 1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the PTO, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE IX. FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year of the PTO shall be from July 1 to June 30.

ARTICLE X. Standing Rules, Policies and Procedures

The Board of Directors may from time to time establish Standing Rules which shall have the same force and effect as the Bylaws. Standing Rules may be created, amended or rescinded by a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE XI AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of a majority of the Members entitled to vote at a regular or special meeting or by the affirmative vote of a majority of the Directors then in office.

ARTICLE XII LAWS

The laws of the State of Michigan shall govern the operation and administration of this organization and the PTO and its members, directors, and officers shall comply with all laws, Federal and state, in carrying out these bylaws.