

Amended and Restated: \_\_\_\_\_

## BYLAWS

### OF

## GEORGE F. DEFER ELEMENTARY PARENT TEACHER ORGANIZATION

(A Michigan Nonprofit Corporation)

### ARTICLE I

#### Organization and Members

Section 1. Name. The name of the entity is the George F. Defer Elementary Parent Teacher Organization (“PTO”).

Section 2. Mission and Basic Policies. The mission of the PTO is to enhance George F. Defer Elementary School (“Defer”) and the Defer school community by supporting a quality learning environment while working collaboratively with and as an advocate for students, educators, parents, guardians and related stakeholders.

The PTO shall be non-commercial, non-sectarian, and non-partisan. It shall not endorse any commercial enterprise, legislation, or any candidates for elective office. The name of the PTO or the names of any of the members in their official capacity with the PTO, as a Member, director, officer or otherwise shall not be used in connection with any commercial concern, or for any work or activity outside that of the regular activities of the PTO.

The PTO will not seek to direct administrative activities of Defer or to control its policies. The PTO may cooperate with other organizations or charities active in child welfare consistent with the charitable purposes of the PTO.

Section 3. Members, Dues and Membership Year. The PTO is organized on a membership basis. The “Members” of this PTO shall consist of:

- (i) any person who is a teacher or administrator at Defer;
- (ii) any legal guardian, parent or family member of any student attending Defer; and
- (iii) any adult with a connection to a current or former student of Defer

provided that the person is interested in supporting the mission of the PTO; is willing to abide by the polices and Bylaws of the PTO; and has paid such annual membership dues as fixed by the Board of Directors from time to time.

The Board of Directors will fix the annual dues each August for the upcoming membership year of September 1 to August 31 of the following calendar year (“Membership Year”). The Board of Directors will conduct an annual enrollment of Members. A person’s

membership will start upon payment of the annual dues for the Membership Year. Any person who has not paid his or her annual dues will not be eligible to vote on any matter brought before the Members, be eligible to serve on the Board of Directors, or serve as an officer.

The Principal of Defer will encourage teachers and administrators of Defer to participate in the PTO, attend its meetings and to communicate with its officers.

Section4.     Honorary Members. The Board of Directors may by majority vote grant honorary membership to the PTO..

Section5.     Annual Meeting. The annual meeting of the Members of the PTO will be held in April or May of each year, or on any other date designated by Board of Directors for the purpose of electing officers and Directors, presenting to the Members a copy of the PTO's financial report for the preceding fiscal year, and for the transaction of other business properly brought before the meeting.

Section6.     General Meetings of the Members. The Board of Directors will set a date and time in September of each year for the first general meeting of the Members ("First General Meeting") for the purpose of:

- (i) proposing and approving the date and time of at least two additional general meetings of the Members; and
- (ii) proposing and approving an annual budget for the academic year.

All meetings of the Members will be held at George F. Defer Elementary School, or virtually as otherwise set forth in these Bylaws, or as otherwise determined by the Board of Directors.

Section7.     Special Meetings. Special meetings of the Members may be called by the President and will be called by the President or Communications Secretary at the direction of not less than two Directors. Any request for a special meeting must state the purpose(s) of the proposed meeting. The notice for any special meeting will include a description of the purpose(s) for which the special meeting is being called and no other matters may be taken up at that special meeting.

Section8.     Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a general or annual meeting of the Members will be given personally, by mail or by electronic transmission, to each Member of record at least five (5) days before the meeting, or at least two (2) days before any special meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the Member in a manner authorized by that person. 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 that might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting. No later than the day before any meeting, the President shall prepare and submit a meeting agenda to the Principal, Board of Directors and Members.

Section9. Quorum. The Members present in person, including as defined in Article I, Section 11, will constitute a quorum. All matters requiring a vote at a meeting where a quorum is present, the vote of a majority of the Members present constitutes the action of the Members, unless a greater number is required by statute, other sections of these Bylaws, the Articles of Incorporation or applicable law.

Section10. Conduct and Order of Meetings. Meetings of the Members will be presided over by the President, or in the absence of the President by the Vice President. In the absence of both the President and the Vice President, the other Directors present at any meeting will appoint one of the officers present to preside at the meeting. The Recording Secretary will act as secretary of the meeting. Robert's Rules of Order shall govern meetings of the PTO.

Typically, the order of all general meetings will be as follows:

- (i) Call to Order
- (ii) Approval of Minutes
- (iii) Report of Treasurer
- (iv) Reading of any communications
- (v) Reports by the Principal, other officers, and any committee chairs
- (vi) Unfinished business
- (vii) New business
- (viii) Announcement
- s (ix) Adjournment

Section11. Participation by Conference Telephone or Remote Communication. A Member may participate in a meeting by conference telephone or other means of remote communication that allows all persons participating in the meeting to communicate with one another provided that the Member notifies the Board of Directors at least 2 days before the scheduled general or special meeting of the need to participate remotely and the Board of Directors is able to accommodate that request. All participants shall be advised of the means of remote communication. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Subject to any guidelines and procedures adopted by the Board of Directors, Members 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.
- (b) The PTO implements reasonable measures to provide each Member 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 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 12. Voting. Each Member entitled to vote at any meeting of Members will have the right to cast one vote in person or by electronic transmission if participating in a meeting by remote communication as set forth in Section 11. The record date to establish eligibility for voting will be the date of the meeting, unless otherwise determined by the Board of Directors.

## ARTICLE II Board of Directors

Section 1. Number and Term of Office. The Board of Directors will consist of those individuals elected as officers of the PTO pursuant to Article III of these Bylaws and as set forth in the Articles of Incorporation. The Board of Directors will also include the Principal of Defer who will serve as a non-voting, ex-officio member of the Board of Directors. There will always be at least three directors of the PTO.

Section 2. General Powers as to Negotiable Paper. Except as otherwise provided in these Bylaws, 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 3. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the PTO by the President or Vice President, and, if necessary, attested by the Recording Secretary or the Treasurer.

Section 4. Regular Meetings. Regular meetings of the Board of Directors will be held jointly and concurrently at the same time and at the same location as the Annual Meeting and general meetings of the Members. No regular meeting of the Board of Directors may be held without a meeting of the Members, except as otherwise provided in these Bylaws.

Section 5. Special Meetings. Special meetings of the Directors will be held jointly and concurrently at the same time and at the same location as any special meeting of the Members. No special meeting of the Directors may be held without it also being a special meeting of the Members, except as otherwise provided in these Bylaws.

Section 6. Planning Meetings. Members of the Board of Directors may meet without the Members present in order to prepare agendas, reports and recommendations to be presented to the Members, or to otherwise conduct PTO business delegated to them by the Members. These duties include but are not limited to:

- (i) Determining annual dues
- (ii) Granting of honorary memberships
- (iii) Filling officer vacancies except a vacancy in the office of President

- (iv) Determining the schedule for general membership meetings and the Annual Meeting
- (v) Preparing the annual officer ballot to distribute to the Members
- (vi) Appointing and dissolving committees as necessary to carry out the business of the PTO
- (vii) Conducting business and making decisions on behalf of the PTO between meetings of the Members unless otherwise prescribed by these Bylaws, Michigan or other applicable law, or matters requiring the approval of the Members.

The Recording Secretary will maintain records of any planning meetings and will give a report at the next general meeting to the Members on the Board of Directors' actions at any planning meeting.

Section 7. Notice of Meetings. Notice of a general or special meeting of the Members will serve as notice of a regular meeting of the Board of Directors. Notice of planning meetings of the Board of Directors may be provided to the Directors by the President or Recording Secretary at least two (2) days before such meeting. A Director's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the Director at the beginning of the meeting, or when the Director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

Section 8. Quorum and Voting. A majority of all 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 will constitute 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.

Section 9. Conduct of Meetings. Meetings of the Board of Directors will be presided over by the President, or in the absence of the President by the Vice President. In the absence of both the President and the Vice President, the Directors present may designate another officer to preside at the meeting. The Recording Secretary of the PTO or, in his or her absence, a person chosen at the meeting by the Directors will act as secretary of the meeting.

Section 10. Participation by Remote Communication. A Director may participate in a meeting of the Directors by conference telephone or other means of remote communication that allows all persons participating in the meeting to communicate with one another. Participation in a meeting under this section constitutes attendance in person at the meeting.

Section 11. 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 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, consistent with policies adopted by the Board or by the Members.

ARTICLE III  
Officers

Section 1. Election and Qualification. The Members will elect at the Annual Meeting such officers, who will also by virtue of being an officer be a Director of the PTO. The Members will elect a President, Vice President, Recording Secretary, Communications Secretary, and Treasurer. For the 2020-2021 Academic School Year only, offices of the PTO can include a Co-President, Co-Vice President, Co-Recording Secretary, Co-Communications Secretary and a Co-Treasurer, one from each incoming school PTO from Robert Trombly Elementary School and George F. Defer Elementary School. No person will hold more than one officer position.

Section 2. Term of Office, Removal and Vacancies. The term of office of all officers, except the Treasurer, will commence immediately after the Member meeting at which they were elected and will continue until the next Annual Meeting of the PTO and until their respective successors are elected or until their resignation or removal. The term of the Treasurer will commence with the start of the fiscal year of the PTO occurring immediately after the election of the Treasurer and will continue until end of that fiscal year of the PTO, or until his or her successor is elected or until his or her resignation or removal. No person may serve more than two consecutive terms as President or Vice President.

The Members may remove any officer at any meeting of the Members, with or without cause, by the affirmative vote of 2/3rds of the Members constituting a quorum at that meeting. An officer may resign by written notice to the Board of Directors. The resignation will be effective upon its receipt by the Board of Directors or at a subsequent time specified in the resignation notice. Any officer vacancy other than of President will be filled for the unexpired term of the office by a majority vote of the Board of Directors. In the event of a vacancy in the office of President, the Vice President will assume the role of President and the office of Vice President will be filled for the unexpired term of office by a majority vote of the Board of Directors. For the 2020-2021 Academic School Year only, if a co-officer position is held by two individuals and one individual vacates that office for whatever reason, then the remaining co-officer will be the only officer in that position without the necessity of having to appoint a replacement.

If there are no Directors then serving at the time of an officer vacancy or in the event of a vacancy of President with no Vice President then serving, the Members will vote at a general or special meeting to appoint individuals to the fill any vacant officer positions. In this event, individuals may be nominated from the floor to serve in the vacant officer positions without the need to meet the time requirements for announcing and verification found in the following section of these Bylaws. However, the other requirements for serving as an officer found in these Bylaws must be met by any individual who is to be elected to an officer position.

Section 3. Qualification and Process for Election of Officers. Each officer must be a Member in good standing of the PTO and must also be a parent or legal guardian of a student at Defer for the Membership Year in which the person will serve as an officer.

An individual wishing to run for an officer position of the PTO must announce to the Board of Directors his or her intention at least 60 days before the Annual Meeting. Any individual wishing to run for the position of President must have served at some time as an

officer of the PTO or as an officer of the Robert Trombly Parent Teacher Organization for at least one year. The Board of Directors will verify the eligibility of individuals announcing his or her intention to run for an office position to the Board of Directors. The Board of Directors will announce to the Members the names of all eligible individuals, and positions for which they are running, at least 30 days before the Annual Meeting. These time periods can be shortened for the 2020-2021 Academic School Year.

Section 4. 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, consistent with policies adopted by the Board or by the Members.

Section 5. President. The President will be the chief executive officer of the PTO, will have general and active management of the activities of the PTO, and will perform such other duties as prescribed by the Members or the Board of Directors. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will sign and execute all authorized conveyances, contracts or other obligations in the name of the PTO, unless otherwise required by law and unless the signing and execution is expressly delegated by the Members or Board of Directors to some other person.

Section 6. Vice President. The Vice President will perform the duties and exercise the powers of the President in his or her absence or disability and will perform any other duties prescribed by the Board of Directors or the President. The Vice President will represent the PTO at meeting of the Grosse Pointe PTO Council and associated groups, unless the Board of Directors designate another representative or alternate representatives. The Vice President should also work with the Principal, President and committee chairpersons to plan and organize, coordinate, and implement programs for the school year.

Section 7. The Recording Secretary. The Recording Secretary will serve as the secretary of the PTO and will maintain the accurate records of the , including the minutes of all proceedings in a book to be kept for that purpose. The Recording Secretary also will perform any other duties prescribed by the Board of Directors or the President.

Section 8. The Communications Secretary. The Communications Secretary shall handle all correspondence for the PTO, handle the PTO's social media, give or cause to be given notice of all meetings for which notice may be required, and perform any other duties prescribed by the Board of Directors or the President.

Section 10. The Treasurer. The Treasurer will oversee the financial activities of the PTO, including but not limited to keeping an accurate record of all receipts and disbursements. The Treasurer will present a written financial report of the assets, liabilities, income and expenses of the PTO whenever called upon to do so by the Board of Directors and at each meeting of the Members, and will electronically archive those reports, with any amendments noted. The Treasurer will support the Board of Directors in preparing the PTO's annual budget. 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 or the President. 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.

ARTICLE IV  
Fiscal Responsibilities and Procedures

Section1.      Signature Authority. At least two officer signatures shall be required on any checks written by the PTO. The Board of Directors will determine the officers of the PTO who are authorized to sign checks on behalf of the PTO.

Section2.      Records. The Treasurer will maintain copies of all checks and electronic transactions of the PTO. The check register, electronic transactions (e.g., PayPal, Square, Venmo, etc.) and bank statements of the PTO will be reviewed bi-monthly (every two months) by the Treasurer and one other officer.

Section3.      Cash Transactions. No fewer than two Members of the PTO designated by the Board of Directors or the Treasurer shall be present any time cash is received by the PTO at any event to track, count and record the amount received. The amount received will be recorded by the Treasurer or other officer designated by the Board of Directors at the end of the event at which the cash was received.

Section4.      Check Deposits. All checks payable to the PTO will be deposited no later than five business days after receipt. All deposits will be accompanied by such forms and documentation as required by the Board of Directors or Treasurer.

Section5.      Limits on Expenditures. The Board of Directors may approve no more than \$500 on non-budgeted expense items on behalf of the PTO and any expenses in excess of that amount must be approved by Member vote at a general or special meeting.

Section 6.      Check Requests. Any teacher, staff member and administrator of Defer and any committee member requesting funding or reimbursement from the PTO must first complete and submit a “Request for PTO Funds” form before the meeting at which the request will be put forth for approval.

Section7.      Reserve. The PTO will maintain a reserve fund of no less than Three Thousand Dollars (\$3,000) to be used in time when regular cash flows are disrupted or decreased in order to maintain typical operations of the PTO. The PTO will take reasonable efforts to replenish the reserve fund in a timely manner to the extent it is used.

Section8.      Sponsorships. Businesses and others may support the PTO by sponsorships, in-kind donations, advertisements and other forms of support as approved by the Board of Directors.

ARTICLE V  
Committees

Section1.      Non-Director Committees. The Board of Directors may designate other committees consisting, in part, of individuals who are Members of the PTO. Committees appointed under this section may not exercise the power or authority of the Members or the Board of Directors in the management of the business and affairs of the PTO but may perform



functions under the direction and control of the Board of Directors.

Section2.      Procedure. All committees, and each member thereof, 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 VI Indemnification

Section1.      Indemnification. PTO will, to the fullest extent permitted by law, indemnify any Director or officer of PTO (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any member, volunteer, employee or agent of PTO) that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, member, officer, volunteer, employee or agent of PTO, or is or was serving at the request of 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 expenses, including attorneys' fees (which expenses may be paid by 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 the 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 PTO or its Members, and with respect to a 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 member, Director or officer of PTO. Indemnification may continue as to a person who has ceased to be a member, volunteer, employee or agent of PTO to the extent provided in a resolution of the Board of Directors or in any contract between PTO and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a member, Director, officer, volunteer, employee or agent of PTO will inure to the benefit of the heirs and personal representatives of that person.

## ARTICLE VII Conflicts of Interest

Section1.      Disclosure. When an officer is affiliated with an organization seeking to provide services or facilities to the PTO, or when an 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 of Director action or as part of a periodic procedure to be established by the Board of Directors . An affiliation with an organization will be considered to exist when an 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.

Section2. Voting. Any 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 minutes of the meeting should reflect that the potential or actual conflict of interest was disclosed, that the interested officer abstained from voting, whether his or her presence was counted in determining a quorum, and whether any additional relevant information was considered and used as a basis for making the decision. The additional information should be attached to the minutes and made a part of the record when appropriate.

Section3. Statement of Position. The foregoing requirements should not be construed to prevent an officer from stating his or her position on the matter under consideration, nor from answering questions of other officers or members relating to the matter.

## ARTICLE VIII Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall start on July 1 and will end on the last day of June the following district's calendar year.

Section2. Principal Office. The principal office of the PTO will be the George F. Defer Elementary School.

Section3. Grosse Pointe PTO Council. The PTO will pay annual dues to the Grosse Pointe PTO Council, or its successor, and associated groups as deemed necessary and appropriate by the Board of Directors and such expenses will be considered budgeted expenses.

Section4. Amendments. These Bylaws may be amended or repealed upon the recommendation of the Board of Directors and by the affirmative vote of a 2/3 majority of the Members entitled to vote at a general or special meeting.

Section5. Loans and Guarantees. The PTO will not provide loans to or guarantee obligations of an officer or Director of the PTO, unless expressly permitted under State law.