

BYLAWS
OF
KERBY ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION

(A Michigan Nonprofit Corporation)

ARTICLE I. NAME

The name of this corporation shall be the Kerby Elementary School Parent Teacher Organization (PTO or Kerby PTO)

ARTICLE II. MISSION STATEMENT

We are a group of parents and teachers whose goal is to inspire and support an enriched educational environment for our children at Kerby Elementary School. Using our collective effort and individual talents, we work to raise funds through special school events and membership dues. These funds are directly used to purchase educational materials, programs and equipment at the school.

ARTICLE III. MEMBERS

Section 1. Members. The PTO is organized on a membership basis. The Members of this PTO shall consist of any person who is a student, alumni, teacher, parent, family member, or guardian of a student attending Kerby Elementary School and who pay such a 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 third Thursday of May 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 Meetings. 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 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. 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. 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 10 or more than 18 persons as determined by the Members. There will be a minimum of 12 Directors who are parents or guardians of Kerby Elementary School students ("Parent Directors") and two Directors who are current teachers at Kerby elementary School ("Teacher Directors"). The immediate past President of the PTO, is not required and may serve only at the request and pleasure of the board. The Principal of Kerby Elementary School will serve as Director for a term commensurate with his or her term as Principal. The Principal and the past President will serve as ex-officio Members, without the right to vote.

The terms of the Teacher Directors will be staggered so that at each annual meeting approximately one-half of the Teacher Directors will be elected. The Teacher Directors of the first Board of Directors will be appointed and divided into two classes: the first class to serve a one-year term and the second class to serve a two-year term. Thereafter, the term of office of any Teacher Director will be for two years from the date of his or her election or appointment by the Kerby Teacher Staff in a manner to be determined by them and will continue until his or her successor has been elected and qualified, unless the Director is appointed to fill a vacancy in which event it will be for the remainder of the term to which the Director is succeeding; provided, however, that if a Teacher Director ceases to be a teacher at Kerby Elementary School for any reason, he or she will cease to be a Teacher Director; provided further that no Teacher Director will serve for more than two consecutive terms, except that a Teacher Director who has been appointed to fill a vacancy may serve the balance of the term and shall be eligible to serve for two additional terms.

The terms of the Parent Directors will be staggered so that at each annual meeting, approximately one-half of the Parent Directors will be elected. The term of office of any Parent 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 Parent Directors team will continue until his or her successor has been elected and qualified or until his or her death, resignation or removal prior to the commencement of his or her term. No officer will hold more than one elected office.

The term of office of any Board member will officially commence on July 1st following his or her election or appointment by the affirmative vote of a majority of the Members of the Board entitled to vote and who have submitted ballots in the manner set forth.

Section 2. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. Except for the Principal of Kerby Elementary School, any other Director may be removed, either with or without cause, by the affirmative vote of 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 through 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 of 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 corporation 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 of 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. Prior to the start of the school year, a regular meeting of the Board will be held for the purpose of setting the calendar of events for the ensuing year. A mutually agreeable date will be determined by the Board at their last meeting of the school year, typically held at the end of May.

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 the 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 the

meeting. any request for a meeting by Directors must state the purpose or the 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 meeting for the Board of Directors will be given personally, by email, or by mail to each Directors not less than 10 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 of purposes of the 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; provided, however, that only one Teacher Director shall be required to be present. 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 these 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. The Secretary or Assistant Secretary of the Corporation 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 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.

Section 11. Participation by Conference Telephone. A Director my participate in a meeting of Directors by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Partitication in a meeting pursuant to this section constitutes presence 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.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Directors will elect from among its members, a President, a Vice President, a Secretary, a Treasurer, a Communications Chair, a Volunteer Chair, a Fundraising Chair, a Board Observer, a Diversity Chair, and a PTO Council Representative of the Corporation at each annual meeting and may elect an Assistant Secretary, an Assistant Treasurer, an Assistant Volunteer Chair, and an Assistant Fundraising Chair. 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 and will continue for two years after the commencement of their election. Every effort will be made to ensure that each year, the board consists of returning members and new members. If Assistant Positions are elected or appointed, that does not automatically mean that the Assistant will move into the Chair position. 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 judgement the best interest of the PTO will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation 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 resolution 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 Vice-President will fulfill the role. In the occasion of the absence of both the President and the Vice-President, the Directors present at the meeting will designate another presiding officer. The President will be an ex-officio member of all committees, except the Nominating Committee. The Present shall not vote at any meeting of the Directors unless there is a tie vote. Following the President's term, he or she will serve as Immediate Past President. Other duties of the President are included in the "Job Descriptions of the Board Members."

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 oversee meetings in the absence of the President. The Vice President will coordinate the efforts to gather, prepare, and distribute the Kerby School Directory at the start of the school year. Other duties of the Vice President are included in the “Job Descriptions of the Board Members.”

Section 6. The Secretary. The Secretary will attend all meeting of the Board of Directors and record all the minutes of the proceedings into electronic documents to be kepts for that purpose. 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. Other duties of the Secretary are included in the “Job Descriptions of the Board Members.”

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed 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. Other duties of the Treasurer are included in the “Job Descriptions of the Board Members.”

Section 8. Communications Chair. The Communications Chair is responsible for maintaining up to date communication with the PTO membership via newsletter, the PTO, board and other electronic communication. The Communications Chair will provide an update at each meeting of The Board. Other duties of the Communications char are included in the “Job Descriptions of the Board Members.”

Section 9. Volunteer Chair. The Volunteer Chair is responsible for coordinating individual and committee volunteers for PTO sponsored activities and events throughout the school year. The Volunteer Chair will provide an update at each meeting of The Board. Other duties of the Volunteer Chair are included in the “Job Descriptions of the Board Members.”

Section 10. PTO Council Representative. The PTO Council Representative is responsible for attending periodic district-wide PTO Council meetings and providing an update to the Council as to Kerby's PTO activities and events. He or she will also provide updates at each meeting as to the information shared at the district wide PTO council meetings. Other duties of the PTO Council Representative are included in the “Job Descriptions of the Board Members.”

Section 11. Board of Education Observer. The Board of Education Observer is responsible for attending school board meetings, either in person or electronically, and providing an update at each meeting of The Board as to the items discussed at the school board meetings. Other duties of the Board of Education Observer are included in the “Job Descriptions of the Board Members.”

Section 12. Diversity Chair. The Diversity Chair is responsible for providing updates to The Board as to the activities and initiatives of the Diversity Alliance at Kerby Elementary. The Diversity Chair is also responsible for seeking out opportunities for The PTO and the Diversity Alliance to collaborate on activities and events. Other duties of the Diversity Chair are included in the “Job Descriptions of the Board Members.”

Section 13. Assistant Secretary, Treasurer, Volunteer Chair, and Fundraising Chair. The Assistant Secretary, Treasurer, Volunteer Chair and Fundraising Chair will perform the duties and exercise the powers of the Chair of each respective position and will perform any other duties prescribed by the Board of Directors.

Section 14. 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 the current President. The Immediate Past President does not have voting rights.

ARTICLE IV.

Committees

Section 1. Executive Committee. The Board of Directors may establish an Executive Committee of two or more members of the Board. 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 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 the 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 PTOs 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 on in an 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.

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 by these Bylaws for regular or special meeting of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

Section 3. Nominating Committee: Nominations for Parent Directors of the Board of Directors shall be made by the Nominating Committee. The Nominating Committee Chairperson shall be a member of the Board of Directors, appointed by the President, and subject to the approval of a majority of the Directors. The Nominating Committee Chairperson shall be a non-voting member of the Nominating Committee and shall appoint three additional members to the Nominating Committee as follows: one teacher of Kerby Elementary School (not necessarily a PTO Board Member); one non-returning Director; and one Member of the Corporation who is not also a Director. A member of the Nominating committee, excluding the Chairperson, may not be selected as a nominee for Director. The names of the members of the Nominating Committee and the methods for recommending persons for nomination must be announced to the active membership of the Corporation at least sixty days prior to the annual meeting and may be published in the regular school newsletter or other form of communication distributed to each student at Kerby Elementary School. The nominations for the Board of Directors shall be presented at the annual meeting of Members as a single slate prepared by the Nominating Committee. Recommendations for candidates for Parent Director positions shall be sought from the current Directors and current Members.

Section 4. 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 V.

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 the 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), judgements, 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 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 VI.

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 an duality of interest of possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Director sand 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 office 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 of dealing with the organization.

Section 2. Voting: Any Board member or officer having a duality of interest of 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 compatibility 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.

ARTICLE VII.

Miscellaneous

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

Section 2. Amendments: These Bylaws may be amended to 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.

Section 3. 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 two-thirds vote of the entire Board of Directors.

Section 4. 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 Byalws.