

Bylaws of the Pittsfield Elementary Parent-Teacher Organization

Article I. Name

The name of this organization shall be the Pittsfield Elementary School Parent-Teacher Organization (referred to hereinafter as "PTO" or "the Organization").

Article II. Purpose

The purpose of this PTO shall be to:

Promote the intellectual, physical and emotional health of the Pittsfield Elementary children in the school and community.

Promote working relationships among all members of the Pittsfield Elementary community.

Provide a continuing forum on educational programs and school issues.

Serve as a liaison between students, faculty, and staff, the community, school administration, and the Board of Education.

Promote citizen participation in school affairs.

Provide a means of broader parent input to the School Improvement Team.

The Mission Statement of the PTO shall be:

The Pittsfield Elementary School Parent Teacher Organization (PTO) exists to promote open communication and assistance between teachers, parents and students. The PTO's primary purpose is to support the students and staff in providing educational opportunities and materials, as well as extracurricular activities and field trips. The PTO holds fundraisers in an effort to obtain monies necessary to provide our children with supplemental educational materials and experiences. It is our belief that the team effort of our parent teacher organization creates an environment that will allow all students the opportunity to excel academically, socially and physically, while improving the community within the school.

Article III. Membership

The parents and/or guardians of all children in attendance at Pittsfield Elementary, and all teachers and officials of the school, shall be Members of this Organization. Members have the right to vote on the election of Officers and Directors, amendments to these bylaws,

approval of the Budget, and matters that may be presented by the President or the Board for a vote. Each member has one vote. Members also have the right to attend and speak at PTO meetings. All members of the Pittsfield PTO are eligible to serve as PTO officers.

Article IV. Non-Discrimination

The Pittsfield PTO shall not discriminate on the basis of race, color, sex, religion, creed, political belief, age, national origin, linguistic and language differences, sexual orientation, gender, gender identity, gender expression, socioeconomic status, height, weight, marital or familial status, disability or veteran status. The Organization and its boards and committees shall strive to represent the diversity present at Pittsfield School.

Article V. Dues

No dues shall be required.

Article VI. Meetings of the Organization

Membership Meetings: The Organization shall hold regular monthly meetings (General PTO Meetings or Membership Meetings) during the school year. Business items that are to be voted on, and all other pertinent discussions, will be written down in the meeting agenda and posted on the PTO Website for public viewing. There shall be a meeting in the spring of each year at which annual budgets are reviewed and election of officers are held. The annual budgets will be written. A minimum of 5 days notice shall be given.

Board Meetings: The Board of Directors shall meet at least one time per year, generally in the weeks ahead of the new school year. The President or a minimum of two Directors may schedule additional Board meetings. Board meetings may be held by conference call or video conference, as long as all parties can hear each other to participate in the discussion and hold any vote. A minimum of 5 days notice shall be given for any in-person meeting of the Board. A minimum of 24 hours shall be given for any Board meeting held by conference call or video conference.

Conduct of Meetings: The President shall chair the meetings. If the President is absent from a meeting, then the Vice-President shall chair the meeting. If neither the President nor the Vice-President is present, the Secretary shall chair the meeting.

Motions from the Floor: Motions from the floor may be made by any member at a regular membership meeting. The meeting chair may, in his or her discretion, allow discussion of the matter at the meeting or defer it for a subsequent meeting. If a vote of the PTO Board or the membership is required, the vote shall be taken at the meeting or at a special meeting called for that purpose, if additional information is required before voting can proceed. The special vote can take place in person or electronically.

Quorum: The quorum for Membership Meetings shall be 12. The quorum for Board Meetings shall be a majority.

Voting. A simple majority vote of those present at any meeting shall prevail in all matters before the Organization.

Article VII. Elected and Appointed PTO Officers

Elected PTO Officers: The elected Officers of the Pittsfield Elementary PTO shall be the President, Vice-President, Secretary, and Treasurer. These Officers, along with the Principal, Most Recent Past President, Teacher Representative (if one has been identified), School Improvement Team Liaison (if one has been elected), Fundraising Chair, and District PTOC Representative, collectively constitute the PTO Board of Directors. The office of President may be filled by a two-person team. Each member of the Board carries one vote.

Article VIII. Duties and Terms of Office

Term Duration for PTO Officers: Each elected officer of the Board has a 1-year term, with the option of being re-elected twice. This can be amended by a vote of the Board. Once an Officer has completed his/her term in said position, they shall be eligible to become elected into another Officer position.

Duties of Elected PTO Officers:

President: Shall preside at all meetings of the organization and of the Board, shall be an ex-officio member of all committees and shall act with the Principal, and Board members in drawing up an annual budget to present to the organization. The President shall be responsible for giving written notice of all meetings and meeting minutes of the organization to the parent community.

Vice-President: Shall perform all duties of the president in the event of their absence, resignation, or the inability of the President, and shall perform such other duties as may be assigned by the President.

Secretary: Shall keep minutes of the meetings of the organization, shall keep a roll of the members present at any meeting, and shall have custody of all minutes. Approved minutes will be emailed to the Website Coordinator for posting on the PTO Website. The Secretary shall coordinate correspondence authorized by the President, Board, and the organization.

Treasurer: Shall be responsible for the collection of funds, shall receive all money due the organization, shall provide for safekeeping of such funds, and shall disburse them only upon the authority of the organization. The Treasurer shall provide monthly financial reports. The Treasurer will also prepare and file yearly tax returns.

Duties of Other Elected Board Positions:

PTO School Improvement Team (SIT) Liaison: To represent the PTO membership at SIT meetings; to communicate and report to the SIT the findings, conclusions, decisions and

recommendations of the PTO Board; to communicate to the SIT the views of the parent body on issues being addressed by the SIT; and to report to the PTO Board and the PTO membership concerning matters being addressed by the SIT.

Fundraising Chair: Shall be responsible for coordinating fundraising activities as approved by the Board, shall offer alternate forms of fundraising to the Board for consideration.

District PTOC Representative: To represent the PTO membership at District PTOC meetings; to communicate and report to the PTO the findings, conclusions, decisions and recommendations of the District PTOC; to communicate to the PTO the views of the District PTOC on issues being addressed by the District PTOC; and to report to the PTO Board and the PTO membership concerning matters being addressed by the District PTOC.

Article IX. Nomination

The Board shall present a ballot of candidates for the elective office to be included with the notice of the meeting sent to the membership at least five days before the meeting. The ballot shall consist of all persons who have been nominated, together with any other PTO members who have asked to be included on the ballot as candidates. The Board shall strive to ensure that the ballot includes candidates that reflect the diversity present within the Pittsfield Elementary Community.

Article X. Elections

The Officers and other elected positions shall be elected by the membership at the Annual Meeting; a simple majority of the votes cast shall be sufficient for election. The Board may determine, at its discretion, whether voting will be oral, by show of hands, by written ballot, or by some other appropriate method.

Vacancies can occur when (1) an officer or other elected person resigns; (2) an officer or other elected person ceases to have a child enrolled at Pittsfield; or (3) an officer or other elected person is removed as described below. When vacancies occur between elections, replacements will be elected by the PTO Board to serve the balance of the term.

Involuntary removal from office - The PTO membership may remove from office any officer or other elected person who is unwilling or unable to attend to the duties of his or her office or has committed an illegal act in the performance of official duties. Such a vote may take place upon a motion of the Board or at a special meeting called for that purpose. Prior to such a vote, the Board shall investigate the situation and submit a report to the membership.

Article XI. Board of Directors

The Board of Directors shall be empowered to act on behalf of the organization between meetings of the Membership except that it cannot reverse an action taken by the

Membership. It shall otherwise transact all business and act in emergencies for the organization.

The Board shall convene at the call of the President, of the Principal, or of any two of its members. A quorum shall consist of a 2/3 of its members. An outgoing Board shall present to the new Board the archives of the previous year, which shall consist of agendas and minutes of each meeting, newsletters for the year, and a treasurer's report showing actual expenditures compared to the approved budget.

Article XII. Budget

The Board shall prepare a budget for the organization for the year. This budget shall be presented for approval by the Membership at the first regularly scheduled meeting of the year.

Article XIII. Committees and Appointments

The President, in consultation with the Board, shall establish committees as needed, and make appointments to said committees via volunteers. Membership on all committees shall be open to any Member of the organization.

Article XIV. Adoption

These bylaws shall go into effect when approved by a two-thirds majority of the Members present at general PTO meeting where a quorum exists.

Article XV. Amendments

These bylaws may be amended at any meeting of the Membership by a two-thirds vote of the Members voting, provided that a written notice of the proposed change shall have been sent to the Members at least one week before the vote is to be taken. The Bylaws shall be reviewed every five years by a special committee and carried to all meetings by each Member of the Board.

Article XVI. Indemnification

Any Director of the PTO shall only be personally liable for monetary damages for a breach of fiduciary duty to the PTO to the extent set forth below:

- (A) A breach of the Director's duty of loyalty to the PTO;
- (B) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (C) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act (MNCA) (dealing with certain prohibited transactions by officers);

- (D) A transaction from which the Director derived an improper personal benefit;
- (E) An act or omission occurring before the date that this article becomes effective in accordance with the pertinent provisions of the MNCA; and
- (F) An act or omission that is grossly negligent.

Indemnification as to member or third-party claims:

Every Director shall be indemnified by the PTO against any costs, expenses, and attorney's fees incurred in connection with any claim or legal action brought against him or her as a president or officer of the PTO by either a member or a third-party. No Director shall be indemnified if he or she is determined by the Executive Board to have been derelict in the performance of his or her duties under these bylaws with respect to the claim for which indemnification is being sought. Such determination shall be made by a majority of the Board members who are not parties to any claim or legal action, even if those voting are less than a quorum. This right of indemnification is non-exclusive of other rights as may be available to the parties or as may be lawfully granted.

Article XVII. Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, before or after the action, all of the Directors unanimously consent in writing to such action. Action taken pursuant to this section may be transmitted by e-mail and must be in a form sufficient to identify (i) the Director; (ii) the Director's vote or abstention; and (iii) the proposed action to which such vote, or abstention relates. Such consent shall be recorded with minutes of the board's proceedings and shall have the same effect as a vote of the board for all purposes.

Adopted by the Membership on November 13, 2018.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the bylaws adopted by the Membership.



SECRETARY

November 13, 2018

DATE