

**BYLAWS OF THE PARENT-TEACHER ORGANIZATION OF
EAST HILLS MIDDLE SCHOOL
BLOOMFIELD HILLS SCHOOL DISTRICT**

ARTICLE I – NAME

The name of this organization shall be the Parent-Teacher Organization of East Hills Middle School (“PTO”), Bloomfield Hills School District, Michigan.

ARTICLE II – PURPOSE

The PTO is organized for the purpose of supporting the education of children at East Hills Middle School by fostering relationships among the school, parents and teachers. Its objectives are:

1. To act as a liaison between families and the school in an effort to enhance the growth and education of the students.
2. To cooperate with and assist the administration and the teachers in upholding the policies of the school.
3. To communicate all activities of the PTO among the teachers, administrators & families of the school.
4. To plan and implement fund-raising events for the benefit of the students and the school.
5. To promote, assist and communicate with the Bloomfield Hills PTO Council (PTOC), school district administration and members of the school community at large.
6. To promote outstanding and enriching opportunities for all students in the school.

ARTICLE III – POLICIES

Section 1. This organization shall be non-sectarian, non-partisan and non-commercial. Neither the name of the organization nor the names of its officers in their official capacities shall be used in the endorsement of any political candidate or commercial enterprise.

Section 2. This organization shall not seek to direct the administrative or curriculum activities of the school or to control its policies.

Section 3. This organization may cooperate with other organizations or agencies active in child/student welfare to include but not limited to: Birmingham-Bloomfield Community Coalition (BBCC), Building Better Families through Action (BBFA), Bloomfield Hills Association for Special Education (BHASE), Bloomfield Youth Assistance (BYA), Friends of the Johnson Nature Center (FOJNC), Bloomfield Hills Schools Foundation, and Bloomfield Hills Schools Alumni Relations, provided these organizations/agencies make no commitments which bind this PTO organization.

Section 4. This organization shall be charged with the responsibility for accurately reporting information, communication and policies of the PTO Council.

ARTICLE IV – GENERAL MEMBERSHIP

Section 1. Any parent or guardian of a registered student attending East Hills Middle School may become a member upon payment of annual dues.

Section 2. The teachers and administrators of East Hills Middle School shall be members of this organization, in a non-voting capacity, without payment of dues.

ARTICLE V - DUES

Section 1. The annual dues shall be determined by the incoming PTO Executive Board (as defined in Article VII below). In the absence of any specific determination of dues, the amount in effect for the preceding year shall be the dues for the new year.

Section 2. Dues shall be collected on a per family basis.

Section 3. In accordance with a district-wide policy, a portion (determined by PTO Council) of the PTO dues shall be paid each year as dues to PTO Council by December 1st.

Section 4. All PTO Board members, including special and standing committees, must be paid members of the PTO for the year in which they are serving.

ARTICLE VI - MEMBERSHIP LISTS

The PTO's Membership list is for the use of the PTO only and cannot be used for the promotion of any activity unrelated to the PTO. It shall not be used by PTO members or other individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the PTO's membership list is not allowed without the express consent of the Executive Board.

ARTICLE VII – EXECUTIVE BOARD AND ITS DUTIES

Section 1. The Executive Board shall consist of, but not limited to, the following officers: President(s), President(s)-Elect, Secretary, Treasurer, Assistant Treasurer, and Past President(s). They may serve until their successors are duly elected.

Section 2. Duties of the Executive Board shall be:

- A. To attend a majority of regularly scheduled meetings of the Executive Board.

- B. To submit and approve for adoption a budget for the fiscal year.
- C. To approve routine bills within the limits of the budget.
- D. To create standing committees and appoint their chairpersons
- E. To review and act upon plans of the standing committees.
- F. To appoint an audit committee, at the Executive Board's discretion, to examine the books of the PTO.

Section 3. Executive Board Meetings

- A. Meetings of the Executive Board may be called by the President(s) or by a majority of the Executive Board. The purpose of the meeting shall be stated in the notice. Notice of any special meeting shall be made not less than forty-eight (48) hours prior to said meeting.
- B. Each individual Executive Board member shall have one (1) vote and voting shall only take place during an Executive Board meeting. All votes must be cast in person or via telephone conferencing. A majority of executive board members constitute a quorum. The President shall not vote except in the case of a deadlock.

Section 4. Budget Committee

- A. The Budget Committee shall consist of at least three people drawn from the following positions: the President(s), President(s)-Elect, Past President, Treasurer and Assistant Treasurer.
- B. The Budget Committee shall review the previous year's budget and develop a proposed budget for the following year. The proposed budget shall be presented to the PTO for approval at or prior to the regularly scheduled May or September PTO meeting. Any expenditures not approved in current budget shall be voted on and approved by a simple majority at monthly meetings.

Section 5. The duties of the individual officers shall be:

- A. The President(s) shall: preside at all monthly meetings of the PTO, call special meetings, set meeting times, appoint special committees, serve on the Budget Committee, and attend monthly general PTO Council meetings. The President may sign orders drawn on the treasury, if needed. The President shall serve as the primary contact for the principal. The President shall represent the organization at meetings outside the organization, serve as an ex-officio member of all committees and coordinate the work of all the officers and committees in order that the purpose of the organization be served. The President shall serve a term of one (1) year. The President(s)

shall distribute a copy of the current Bylaws to the Executive Board at the commencement of every school year.

- B. The President(s)-Elect shall: act as aid(s) to the President(s), perform the duties of the President(s) in the absence of that officer, serve on the Budget Committee, serve on the Nominating Committee and attend monthly General PTO Council meetings, in absence of the President. The President-Elect shall serve a term of one (1) year.
- C. The Secretary shall: keep an accurate record of all meetings of the PTO and the PTO Executive Board. The Secretary shall prepare and publish typed minutes of all regular meetings. The Secretary shall present minutes to the membership for approval at each regular meeting. The Secretary shall serve a term of no more than two (2) years.
- D. The Treasurer shall: make authorized disbursements, collect all dues and receive all monies of the organization, keep an accurate record of receipts and disbursements of the PTO, serve on the Budget Committee, and prepare a written report for each PTO meeting. Reimbursements and expenses shall be paid out in a timely manner in accordance with the budget. Only the Treasurer and President may be authorized to write checks. The Treasurer shall present a proposed budget for the following year at the May or September meeting. The Treasurer shall serve a term of one (1) year.
- E. The Past President(s) shall act as an advisor to the PTO Executive Board, may attend monthly General PTO Council meetings, and may serve on the Budget Committee.
- F. The Assistant Treasurer shall be responsible for reconciling the bank statements and ensuring the checking accounts are balanced; act as an aide to the Treasurer and perform duties of the Treasurer in the absence of that officer. The Assistant Treasurer shall serve on the Budget Committee. The Assistant Treasurer shall serve a term of one (1) year with the expectation of filling the Treasurer position the following year.
- G. The Principal shall be available for counsel to the executive board upon request.

Section 6. Resignations: Any member of the Executive Board may resign from office at any time. Such resignation shall be made by written notice, and shall take effect at the time specified therein, and if no time is specified, at the time of its delivery to the President. The acceptance of a resignation by the Executive Board shall not be necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of the member of the Executive Board.

Section 7. Removal: Any member of the Executive Board may be at any time, with or without cause, by a two-thirds majority vote of the entire Executive Board

then in office at any meeting of the Executive Board, provided that at least 15 calendar days' written notice of the proposed vote shall have been given to the entire Executive Board.

ARTICLE VIII – GENERAL MEETINGS

Section 1. A minimum of seven general meetings of the organization shall be held during the school year.

Section 2. The Annual Meeting for elections shall be held each year in May or June.

Section 3. Special General Meetings of the organization may be called by the President, or upon the written request to the President of at least ten (10) members. This request must state the purpose of the meeting and a notice to that effect must be issued. Notice of any special meeting shall be made not less than forty-eight (48) hours prior to said meeting.

Section 4. The order of business of the meetings will be substantially as follows:

1. Call to order
2. Reading and approval of minutes
3. Statement of Treasurer
4. Guest Speaker
5. Reports
 - a. President's Report
 - b. Committee Reports
 - c. Principal's Report
6. Unfinished Business
7. New Business
8. Announcements
9. Adjournment

Section 5. In a general meeting each paid family membership is entitled to one (1) vote. This refers both to the general membership and the Executive Board.

Section 6. The presiding officer at any general meeting, special meeting or Executive Board meeting shall not vote except in the case of a deadlock.

Section 7. Motions shall be passed by a simple majority of members present.

ARTICLE IX – NOMINATIONS AND ELECTIONS OF THE EXECUTIVE BOARD

Section 1. Nominations

- A. A Nominating Committee shall be appointed by the President(s). It shall consist of the President(s)-Elect and at least two (2) other members of the organization. This committee shall present its slate in

writing at a regularly scheduled meeting at least thirty (30) days prior to the general meeting set for elections (the “Annual Meeting”).

- B. The Nominating Committee shall select at least one (1) nominee for each office. The consent of all nominees must be secured before such name is placed in nomination.
- C. The nominees for President(s), President Elect(s), Treasurer, and Assistant Treasurer must submit written permission to the Executive Board to undergo a current National Criminal Records Check before being placed in nomination.

Section 2. At the Annual Meeting, the President-Elect shall present the slate of nominees for election. Additional nominations may be made from the floor at this time with the nominee’s consent.

Section 3. Elections shall be determined by a simple majority vote of those members present.

Section 4. A vacancy on the Executive Board shall be filled by an appointment presented by the President at a regularly scheduled PTO meeting and confirmed by a vote of the members present at the next regularly scheduled meeting.

Section 5. Executive Board members shall not serve in a Presidential or Treasurer position for more than two (2) one (1) year consecutive terms. Examples of this are one (1) year as President-Elect and one (1) year as President. Secretary may serve two (2) consecutive terms in the same office.

Section 6. Newly elected Executive Board members shall take office at the Annual meeting.

ARTICLE X - STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

- A. Standing Committees are permanent committees constituted to perform a continuing function.
- B. The chairperson/co-chairperson(s) of each standing committee shall be appointed annually by the President.
- C. The chairperson or co-chairpersons of each standing committee shall comprise the General PTO Board.
- D. The chairperson(s) of all standing committees shall present work plans to the Executive Board for approval, and no committee’s work shall be undertaken without the approval of the Executive Board.

Section 2. Special Committees

- A. A special (or *ad hoc*) committee is a committee appointed, as the need arises, to carry out a specified task, at the completion of which (or presentation of its final report) it automatically ceases to exist.
- B. A special committee should not be appointed to perform a task that falls within the assigned function of an existing standing committee.
- C. The Executive Board shall appoint special committees as deemed necessary to carry out the work of the organization and shall determine the number of members on such special committees.
- D. The President(s) shall be an ex-officio member of all special committees except the Nominating Committee.

ARTICLE XI – FISCAL POLICIES

Section 1. Fiscal Year: The fiscal year of the PTO shall commence on August 1 of each calendar year and end on July 31 of the succeeding calendar year.

Section 2. Checks, Notes and Contracts: The Executive Board is authorized to select such banks or depositories as it shall deem proper for the funds of the PTO. The Executive Board shall determine who shall be authorized on the PTO's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents and instruments.

Section 3. Annual Financial Report: The books and accounts of the PTO shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by an accountant at the end of each fiscal year.

Section 4. Dissolution: In the event of the dissolution of the PTO, all PTO funds should be used to pay any outstanding bills and, with membership's approval, gifted for the benefit of the school. Any remaining funds beyond that must be used for the benefit of an organization with tax-exempt, non-profit status.

ARTICLE XII – INDEMNIFICATION, REIMBURSEMENT AND INSURANCE

Section 1. Indemnification and Reimbursement

A. No volunteer member of the Executive Board shall be personally liable to the organization or its members for monetary damages for a breach of the Executive Board Member's fiduciary duty arising under applicable law. However, this section shall not eliminate or limit the liability of an Executive Board Member for any of the following:

- i. breach of the Executive Board Member's duty of loyalty to the organization or its members,
- ii. acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law,

- iii. violation of Section 551(1) of the Michigan Nonprofit Corporation Act,
- iv. transaction from which the Executive Board Member derived an improper personal benefit,
- v. an act or omission occurring before June 1, 2016, or
- vi. an act or omission that is grossly negligent.

A volunteer member of the Executive Board shall only be personally liable for monetary damages for a breach of fiduciary duty as an Executive Board member to the organization or its members to the extent set forth in this Article XII Section 1. Any repeal or modification of the section by the members of the organization shall not adversely affect any right or protection of any volunteer Executive Board member existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

B. The organization assumes all liability to any person, other than the organization or its members, for all acts or omissions of a volunteer member of the Executive Board occurring on or after June 1, 2016 incurred in the good faith performance of the Volunteer Executive Board Member's duties as such. Notwithstanding the foregoing, a Volunteer Executive Board Member shall be personally liable to the organization or its members for monetary damages for a breach of fiduciary duty as a Executive Board Member to the extent set forth in the preceding Section 1 A and the organization or its members shall not be precluded by this Section 1 B from bringing or maintaining a claim against a Executive Board Member to the extent not inconsistent with the preceding Section 1 A.

Any repeal or modification of this section by the members of the organization shall not adversely affect any right or protection of any Executive Board Member of the organization existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

Section 2. Insurance

The PTO shall have the power to purchase and maintain insurance to indemnify the PTO for any obligation or liability which it incurs as a result of its indemnification of an Indemnified Party pursuant to Section 1 of this Article, or to indemnify such Indemnified Party in instances in which they may be indemnified pursuant to Section 1 of this Article.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern the organization in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws.

ARTICLE XIV - AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the organization by a 2/3 (two-thirds) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least 25 days prior to the meeting at which action is to be taken, and provided that the amendment is not in conflict with the Bylaws of the Bloomfield Hills PTO Council.

Section 2. The President shall appoint a Bylaws Committee to review and/or revise these Bylaws not less than once every four (4) years.

Section 3. Policies & Procedures: The Executive Board shall, from time to time, adopt such policies and procedures as are required to manage the affairs of the PTO. Such procedures shall take effect upon approval by a simple majority of the members of the Executive Board. They shall in no way be deemed a modification of these Bylaws.

ARTICLE XV - ADOPTION OF BYLAWS

Section 1. These Bylaws were adopted by the Parent Teacher Organization of East Hills Middle School on May 14, 2008, and replace any and all previous Bylaws of the PTO.

Section 2. Amendments or additional adoptions of these Bylaws shall state, as a section of the text of such changes or additions, the date of adoption.

Section 3. These Bylaws were amended on June 1, 2016.

Section 4. These Bylaws were amended on _____.

Section 5. These Bylaws were amended on _____.