

BYLAWS OF THE ROGUEWOOD ELEMENTARY SCHOOL PTO

Michigan ID # _____ Region C, Date of Adoption: _____

City: Rockford

County: Kent

Council: Greater Grand Rapids

Article I: Name

The name of this organization is the Roguewood Elementary School Parent-Teacher Organization (PTO), Rockford, Michigan. It is a local PTO unit organized under the authority of the Rockford Parent & Booster Organizations ("RPBO"), a Michigan nonprofit corporation.

Article II: Articles of Organization

The articles of organization of a constituent organization include (a) the bylaws of such organization and (b) the certificate of incorporation or articles of incorporation of such organization (in cases in which the organization is a corporation) or the articles of association by whatever name (in cases in which the organization exists as an unincorporated association).

Article III: Purposes

Section 1. The Purposes of the Roguewood Elementary PTO are:

To facilitate relations between educators and parents to accomplish the same goals of expanding the educational, charitable, literary, scientific, and familial needs of both educators and parents, (including extra-curricular activities), within the meaning of section 501(c)(3), of the Internal Revenue Code of 1986 (the "Code").

The PTO shall not carry on any activities other than activities to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Code, by an organization permitted to receive tax-deductible contributions under section 170(c)(2) of the code, and by a nonprofit corporation organized under the Michigan Nonprofit Corporation Act, as amended.

The PTO shall not carry on any activities involving propaganda or attempts to influence legislation, and the PTO shall not participate or intervene in any political campaign of any candidate for public office.

None of the assets or net earnings of the PTO shall inure to the benefit of the PTO's directors, officers, or other private individuals. However, the provision shall not limit the PTO's ability to distribute assets in furtherance of the organization's purposes, to pay reasonable compensation for services rendered to the PTO, or to reimburse expenses incurred on behalf of the PTO.

Section 2: Dissolution

When or if the PTO is dissolved, and after paying or making provision for payment of all liabilities of the PTO, all remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under section 501(c)(3) of the Code, with first preference going to one of the aforementioned entities related to Roguewood Elementary School, or Rockford Public Schools, assuming their continuance as a governmental organization and are not an exempt organization under the Code, or to the extent that, for any reason the parents, by majority vote, in their discretion determines that a distribution of assets to any of the schools is not appropriate, the remaining assets shall be distributed to one or more organizations organized and operated exclusively for one or more educational, literary, scientific, or charitable purposes under section 501(c)(3) of the Code in such amounts as the parents, by majority vote, in their discretion, may determine.

Article IV: Affiliation with RPBO

Section 1: Affiliation. The PTO shall be an affiliate of RPBO. The Chief Executive Officer (CEO) or the Chief Financial Officer (CFO) of RPBO shall serve as a Director of RPBO for as long as the officer holds that office in the organization.

Section 2: General supervision control. The PTO shall be subject to the general supervision of the RPBO.

Section 3: Group exemption letter. The PTO shall authorize RPBO to include the PTO in an application to the IRS for a group exemption letter. The authorization shall be a written authorization, signed by a duly authorized officer of the PTO, and submitted to the RPBO before the end of the 15th of the month after the PTO has been formed. (This was done November 3, 2008 and signed by Sonja R. Navarro, President.)

Section 4. Federal Employer Identification Number. The PTO shall obtain its own FEIN, and shall use this number for all bank accounts and other financial matters.

Section 5: Notice of change of name, address, etc. The PTO shall provide RPBO with a written statement of the PTO's name, street address, mailing address (if different than the street address), and Federal Employer ID number (FEIN), and shall provide RPBO with written notice of any change of name, address, or FEIN.

Article V: Meetings

Section 1. Annual meetings. The PTO shall hold an annual meeting in May each year for the election of officers and for the transaction of any other business property presented at that meeting. There will also be an annual meeting for the purpose of budget allocation, Principal's Annual Report, and other new school year business in October the same year. Notice of the

annual meeting shall be given in writing via postings and newsletters to the PTO's parents at least **10 (ten) days** before the meeting.

Section 2. Regular meetings. The PTO shall hold regular meetings from time to time during the academic year (September - May) as determined by the PTO. Notice of regular meetings shall be given in writing via postings and newsletters to the PTO's parents at least 7 (seven) days before the meeting.

Section 3. Special meetings. The President, or any two officers, may call a special meeting of the PTO officers at any time. Notice shall be given in writing, or by telephone, to the organization's officers at least **1 (one) day** before the meeting.

Section 4. Location of meetings. All meetings of the PTO shall be held at Roguewood Elementary, unless a different location is specified in the notice of the meeting. The presiding officer of the PTO may specify a different location within the Rockford Public Schools district; and the PTO, by resolution of its parents, may specify a different location anywhere else.

Section 5. Content of notice. The notice of a meeting must specify the day, date, time, and location of the meeting. The notice of a special meeting must also state the purpose of the meetings. The notice of an annual or regular meeting need not state the purpose of the meeting.

Section 6. Waiver of notice. A meeting of the PTO officers may be held at any time or place, without notice, if all officers waive notice of the meeting. Attendance at a meeting shall be deemed to be a waiver of notice unless attendance is merely for the purpose of objecting to the lack of notice.

Section 7. Quorum. A majority of the parents, or a minimum of 3 (three), whichever is less, shall constitute a quorum for transacting business at any meeting of the PTO, but if less than a quorum is present at a meeting, a majority of those who are in attendance may adjourn the meeting from time to time without further notice until a quorum is present.

Section 8. Required vote. Except as otherwise provided by law, the articles of incorporation (if any), or the Bylaws, all action by the PTO requires affirmative vote or a majority of the parents who are present and voting.

Section 9. Proxies. A member may vote only in person and not by proxy.

Article VI: Officers

Section 1. Number. The PTO shall have a President, Vice President, Secretary, and a Treasurer, and such other officers as the members may elect from time to time.

Section 2. Qualifications. A person may hold two or more offices at the same time, except the President, who may not hold any other office at the same time.

Section 3. *Nomination and election.* Candidates for election to one or more offices may be nominated by any parent at the annual meeting in May of the PTO. Officers shall be elected at the May annual meeting of the PTO.

Section 4. *Term of office.* An officer's term of office shall begin on June 1 following the annual meeting at which he or she is elected, and shall continue until the next May annual meeting and until their successor is elected and takes office on June 1st.

Section 5. *President.* The President shall be the CEO of the PTO and shall have the general duty and authority to manage the affairs of the PTO in accordance with the directives of the PTO. The President shall conduct all meetings of the PTO.

Section 6. *Vice President.* The Vice President shall perform the duties and exercise the authority of the President in the absence or disability of the President. The Vice President shall also have such other duties and authority as the PTO may delegate to him or her from time to time.

Section 7. *Treasurer.* The Treasurer shall be the CFO of the PTO and shall have the duty and authority to manage the finances of the PTO in accordance with the directives of the PTO. The Treasurer shall keep books and records of all financial transactions of the PTO. The Treasurer shall prepare periodic financial statements as requested by the RPBO and the officers and shall present a complete financial report at each annual meeting of the PTO. The Treasurer shall also have such other duties and authority as the PTO may delegate to him or her from time to time.

Section 8. *Secretary.* The Secretary shall keep the minutes of the proceedings at all meetings of the PTO and records of all other significant actions taken by the parents and PTO officers. The Secretary shall keep a register of the names, mailing addresses, and telephone numbers of the officers, and shall give notice of all meetings of the PTO via postings and newsletters. The Secretary shall also have other such duties and authorities as the PTO may delegate to him or her from time to time.

Section 9. *Other Officers.* Other Officers, if any, shall have the duties and authority delegated to them by the PTO from time to time.

Section 10. *Vacancies.* The PTO shall fill a vacancy in any office for the remainder of the unexpired term of office by nomination and election at the next regular meeting of the PTO or at a special meeting called for this purpose.

Section 11. *Resignation and removal.* An officer may resign from office at any time by giving written notice or resignation to the President or the Vice President. An officer may be removed from office, with or without cause, by a vote of a majority of the parents at a regular meeting or a special meeting called for this purpose. In this case, the notice of the meeting must state this is a purpose of the meeting, and the notice must be given at least 10 (ten) days before the

meeting to all Officers on the PTO directly via written certified correspondence as well as to parents by posting and newsletter.

Article VII: Committees

Section 1. *Executive committee.* The PTO has an executive committee consisting of the President, Vice President, Secretary, and Treasurer. The executive committee shall have all of the authority of the parents between meetings of the PTO, except that the executive committee may not:

- a) Adopt, amend, or repeal any provision of the Articles of Incorporation (if any) or bylaws after the initial Articles and Bylaws are in place,
- b) Elect or remove any officer or committee member of the organization, after the initial officers have established the PTO
- c) Amend or repeal any resolution or other action of the parents,
- d) Approve grant proposals, or
- e) Authorize non-budgeted expenditures in excess of \$100.00

Section 2. *Other committees.* The PTO may establish other committees for any appropriate purpose from time to time by the vote of a majority of the parents at a regular meeting or a special meeting called for this purpose. These committees may consist of not more than 3 parent chairs.

Section 3. *Committee meetings.* A committee may not hold a meeting unless all committee parent chairs are present. Each committee shall prepare minutes of the proceedings of all meetings of the committee, and records of all other actions taken by the committee, and give them to the Secretary of the PTO for the Secretary to keep with the minutes and other written records of the PTO. The PTO Secretary must be informed of all meetings held, prior to the meeting, and all minutes shall be submitted within 7 (seven) days of that meeting, in order for the Secretary to maintain his or her records accordingly.

Articles VIII: Financial Matters

Section 1. *Fiscal year.* The fiscal year of the PTO, for tax and financial accounting purposes, shall be the same as the fiscal year of the RPBO. If the RPBO changes its fiscal year the PTO shall change its fiscal year to correspond.

Section 2. *Compensation and expenses of officers.* All officers shall serve without compensation other than reimbursement of actual, reasonable, and necessary expenses incurred on behalf of the PTO or otherwise in their capacities as officers. However, expenses in excess of **\$100.00** incurred on behalf of the PTO, and all expenses otherwise incurred by and officer in his or her capacity as an officer, may be reimbursed only after they have been approved by the affirmative vote of a majority of parents entitled to vote, not including the officer to be reimbursed, at a regular meeting or a special meeting called for this purpose; and if the

vote is taken after the expenses have been incurred, the parents may, in their discretion, vote to deny reimbursement, even though the expenses have already been incurred.

Section 3. *Budgets and grant proposals.* All budgets and grant proposals must be approved by the affirmative vote of a majority of the parents entitled to vote at a regular meeting or a special meeting called for this purpose.

Section 4. *Periodic financial reports and other information.* The PTO shall provide periodic reports of fundraising activities, receipts and disbursements, and assets and liabilities to RPBO. The reports shall be provided monthly, as requested by RPBO, and shall be provided in a form established by RPBO for this purpose. The PTO shall also provide all other information about the PTO's affairs at the request of RPBO for any appropriate purpose, and shall provide the information in the form requested by RPBO.

Section 5. *Tax liabilities and other expenses.* The PTO shall provide RPBO with funds for the payment of sales, use, and other tax liabilities attributable to the PTO at least three business days before the tax liabilities are due and payable. The PTO shall indemnify RPBO for all loss and expense (including legal and accounting expenses) resulting from tax liabilities attributable to the PTO. The PTO shall also reimburse RPBO for a fair share of the operating expenses (if any) of RPBO as determined by the board of directors of RPBO.

Article IX: Amendment of Bylaws

The bylaws may be amended only by the affirmative vote of a majority of the parents at a regular meeting or special meeting called for this purpose. In this case, the notice of the meeting must state this is a purpose of the meeting, the notice must describe the proposed amendment, and the notice must be given at least 7 (seven) days before the meeting.

Article X: Notice

All written notices required or permitted to be given to a parent may be given by mail, posting, publication, or any other manner intended to ensure receipt under the circumstances.

END OF BYLAWS