

BYLAWS OF THE  
ANN ARBOR PTO COUNCIL

ARTICLE 1.  
NAME AND LOCATION

1.a. The name of this corporation is Ann Arbor PTO Council, Inc. (hereinafter PTO Council), a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan.

1.b.. The principal office of the PTO Council shall be situated in the State of Michigan, City of Ann Arbor, at such specific location as the Executive Committee shall determine from time to time. The PTO Council may also have such other offices as the Executive Committee determines from time to time.

ARTICLE 2.  
PURPOSE

2.a. General Purposes. The PTO Council is organized and operated for the following general purposes:

i. Exclusively for the promotion of social welfare through the advancement of public school education in Ann Arbor within the meaning of §501(c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law as interpreted by §§ 1.501(c)(4)-1(a) and 1.501(c)(3)-1(b)(2) of the Treasury Regulations .

ii. To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan which are consistent with the preceding paragraph.

iii. The Corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. Further, the Corporation shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes.

2.b. Specific Purposes. The mission of the PTO Council is to contribute to quality schools and facilitate parent involvement by helping identify and resolve common issues, and by promoting and sharing ideas and innovations. In order to accomplish this mission, the PTO Council has identified the following vital areas of importance:

(i) Communicate – establish and implement regular communication opportunities for members and community.

(ii) Manage a Resource Center – create a physical and digital database of enrichment, volunteer, best practice, PTO officer roles and other PTO information.

(iii) Share Best Practices – collect and share PTO learning and experiences.

(iv) Provide Economies of Scale – coordinate opportunities across PTO’s to maximize use of funds and volunteer time.

(v) Advocate for Macro Issues – identify issues and actively participate in decision-making processes on behalf of member PTO’s.

The PTO Council shall operate exclusively for the promotion of social welfare and shall neither be organized nor operated for profit as those terms are set forth in Treasury Reg. Section 1.501(c)(4)-1(a). The PTO Council is non-profit, non-sectarian and non-partisan.

### ARTICLE 3. MEMBERSHIP

3.a. Eligibility. Membership in the PTO Council is open to all PTO’s for public schools in the Ann Arbor Public School District. Each member PTO shall take part in the PTO Council through that member’s duly authorized representative. Proof of the representative’s authority may take any legitimate form – for example, a written statement from an individual that he or she is an officer of his or her PTO, duly authorized to represent his or her PTO in PTO Council matters shall suffice, whereas a non-officer representative must have a letter from an officer of his or her PTO – but must be on file with the PTO Council’s Secretary before that representative may vote on membership matters. No matter how many duly authorized representatives any given school’s PTO has at any time, there shall be only one vote per member in membership matters. If a question of authority arises in a member-voting context, the PTO Council Chair shall record all votes and seek subsequent clarification from the member PTO, if necessary.

3.b. Voting Rights. The PTO Council shall have two classes of membership: voting and nonvoting. As described above in Article 3.a., membership is limited to affiliates of public schools in the Ann Arbor Public School District. Voting Membership is contingent upon the payment of dues, as described in 3.c., below.

3.c. Membership Dues. Each member shall pay dues to the PTO Council in an amount established by membership vote at the first meeting of the fiscal year. Dues for each PTO unit are payable to the Treasurer on or before November 1<sup>st</sup> of each year: voting rights are suspended if dues are not paid by this date and will immediately be reinstated upon subsequent payment. Special assessments may be made with approval of two-thirds of the members. Notice of the special assessment must be provided to members ten days in advance of any meeting at which a vote is intended to be taken on the special assessment.

3.d. Meetings of Members. The PTO Council shall hold regular meetings once a month during the school year. The first meeting of the year shall be convened at a time and date to be determined at the sole discretion of the PTO Council Chair with seven days' notice to authorized representatives and officers. At the first meeting, the Chair shall identify a regular day, time and place that causes the minimum conflict with local PTO unit meetings. The Chair shall publish the times and dates of the remaining regular meetings with seven days' notice of the second regular meeting.

Special meetings can be called by the Chair, by majority vote of the Executive Committee, or by the written request of at least one-third of the members. Officers and members shall be given five days' notice of any special meeting.

3.e. Quorum. There is no quorum requirement. A simple majority of the members present is necessary to approve any item voted upon by the members, unless otherwise stated in these Bylaws.

3.f. Responsibilities of authorized representatives:

3.f.i. Authorized representatives serve as a connecting link between individual PTO's and the PTO Council;

3.f.ii. Authorized representatives attend PTO Council meetings and accurately report the proceedings to their own PTO;

3.f.iii. Authorized representatives represent their PTO in voting on any PTO Council issues; they are fiduciaries for their PTO, and their vote should reflect the sentiment of their PTO's membership as discussed with them by their PTO President;

3.f.iv. Authorized representatives regularly attend the meetings of their own PTO's in order to be able to discuss current events and practices at PTO Council meetings;

3.f.v. Authorized representatives work with their PTO's to ensure that important PTO Council communications are distributed to members.

#### ARTICLE 4. OFFICERS

4.a. The officers of the PTO Council shall consist of Chair, Vice-Chair, Treasurer, Recording Secretary, Corresponding Secretary, School Board Representative and Officer at Large.

1. Chair. The Chair shall be the principal executive officer of the PTO Council and, subject to the control of the Executive Board and the direction of the membership, shall in general supervise and control all of the activities of the PTO Council. The Chair shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The Chair shall solicit topics but shall have sole discretion to set the agenda for all general meetings of the PTO Council and for all Executive Committee Meetings. The Chair shall select and appoint the chairpersons of all standing and special committees. The Chair shall serve as primary contact for the District, shall represent the PTO Council at meetings outside the organization (except the Board of Education), and shall coordinate the work of all officers and committees so that the purposes of the PTO Council are served. The Chair shall respond to parent requests for information and shall respond to administrative requests for parent involvement. The Chair shall serve as an authorized signatory of PTO Council checks.

2. Vice Chair. At the request of the Chair, or in the Chair's absence or disability, the Vice Chair shall perform all the duties of the Chair. When so acting, the Vice Chair shall have all of the powers of, and be subject to all the restrictions upon the Chair. The Vice Chair shall assist the Chair in setting the agenda for meetings and shall participate in PTO Council event planning and hosting. The Vice Chair shall attend monthly superintendent meetings. The Vice Chair shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the Chair or as may be provided in these Bylaws, including but not limited to, investigating and procuring professional resources available for officer training, leading strategy development and goal setting sessions, and leading an end of the year strategy and goal review. The Vice Chair shall serve as an authorized signatory of PTO Council checks.

3. Treasurer. The Treasurer shall have custody of all PTO Council funds; keep full and accurate accounts of all receipts and disbursements of the PTO Council, an inventory of assets, and a record of the liabilities of the PTO Council; promptly deposit all money and other securities in the PTO Council's name in such depositories as may be designated by the Executive Committee; disburse the funds of the PTO Council as ordered by the Chair or the Executive Committee, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Chair or by the Executive Committee. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Executive Committee, or the Chair. The Executive Committee or the Chair may delegate all or part of the authority and duties of the Treasurer to subordinate officers. No money shall be drawn from the PTO Council's account except by check signed by the Treasurer and countersigned by any other authorized signatory, except that the Treasurer's signature alone will suffice for all checks of \$150 or less. The Treasurer shall present a financial statement at each meeting of the Council, special meetings excluded. The Treasurer shall close the books at the end

of the PTO Council's fiscal year and submit them for audit, a copy of the report to be made available to council members.

4. Recording Secretary. The Recording Secretary shall cause to be kept at the principal office of the PTO Council a book of minutes of all meetings of officers and members. The Recording Secretary shall also maintain and protect a file of all official and legal documents of the Corporation, including these Bylaws and the Articles of Incorporation. The Recording Secretary shall distribute the minutes of Council meetings, verify attendance through a role call and determine member voting eligibility in cooperation with the Treasurer. The Recording Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Executive Committee or the Bylaws.

5. Corresponding Secretary. The Corresponding Secretary shall assist the Chair and the Recording Secretary as needed, including drafting correspondence and other documents, disseminating information and attending necessary meetings. The Corresponding Secretary shall handle all communications as directed by the Council, including maintenance of the PTO Council's web site and other media. The Corresponding Secretary shall keep a membership book containing names, addresses, phone numbers and email addresses of each member. The Corresponding Secretary shall distribute meeting agendas and minutes to officers and authorized representatives and shall maintain the PTO Council's email account. The Corresponding Secretary shall field and direct incoming email, co-moderate the PTO Council's Yahoo Group's email account, address subscription requests, approve new member requests and approve messages. The Corresponding Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws.

6. Board of Education Representative. The Board of Education Representative shall consult with the Chair and the Executive Committee concerning information to be provided to the Board of Education and shall attend (or ensure the attendance of another Executive Committee Member at) every public regular school board meeting where he or she shall represent the PTO Council during the "Reports of Associations" portion of the meeting. The Board of Education Representative shall report the proceedings of the Board of Education's meeting to the PTO Council. The Board of Education representative need not attend the entire Board of Education meeting, as long as he or she has access to a televised recording of the meeting and can watch at his or her convenience and take notes. Under these circumstances, it is permissible to attend only the "association reports" portion of the meeting or such other portion of the meeting in which the PTO Council is given an opportunity to report to the Board of Education. It is critical that the holder of this position faithfully represent the views and message of the PTO Council to the Board of Education; accordingly, the individual holding it may be removed by a vote of two-thirds of the Executive Committee members for failure to perform the function or for failure accurately to report the PTO Council's report/message/views to the Board of Education.

7. Officer at Large. The Officer at Large serves on the Executive Committee and assists other Executive Committee members in the performance of their duties upon request from the member with approval by the Chair.

4.b. Election/Removal of Officers. Officers shall be elected annually at the last regularly scheduled PTO Council meeting for the school year as follows:

1. Eligibility. Eligibility for service as an officer shall be open to any parent of children educated, in whole or in part, in the Ann Arbor Public Schools at any time or any current staff member of the Ann Arbor Public Schools.

2. Nominations. The Executive Committee shall present a slate of candidates. To the extent that willing candidates are available, the PTO Council shall endeavor to nominate candidates who, if elected, reflect the diversity of the Ann Arbor public school district and who represent all three levels of instruction (elementary, middle and high school).

a. The Chair shall select a nominating committee of four (three authorized representatives and the Vice Chair) to identify nominees for an election to be held at the last meeting of the year. This committee shall be appointed at least two months prior to the last meeting and must be approved by the Executive Committee.

b. The Nominating Committee shall present its slate of nominees for approval by the Executive Committee at the meeting prior to the last, so that a slate of persons running for office may be announced at least two weeks prior to the last meeting of the year.

c. When the slate is announced, the members must be invited to submit any additional names to be considered. Further nominations may be received at least five days prior to the last meeting and must be in the form of a petition containing the signature of a member's Authorized Representative.

d. Any nominations made after this time must meet the same petition requirement (signature from an authorized representative) and will be subject to approval by the Executive Board. Approval will not be granted if a fair election cannot be ensured; accordingly, it is envisioned that nominees not meeting the five-day advance requirement will only be approved under extraordinary circumstances.

3. Voting. Officers shall be elected by a majority vote of the Authorized Representatives present at the meeting on the election date. Once those nominated to run

for office have accepted the nomination, then the elections shall proceed. Election for any uncontested position may proceed by a show of hands. A majority of the members present shall prevail. If a position is contested, those candidates must leave the room and wait outside so that the voting may take place. It shall be assumed that each of the candidates in a contested election votes for him- or herself. Voting for any contested position will proceed by confidential ballot. If there are only two candidates, the candidate who receives the majority of votes prevails. If there are more than two candidates, and any candidate receives greater than half the votes of the members present, that candidate prevails. If there are more than two candidates, and no candidate receives more than half the votes, there shall be a runoff between the two candidates receiving the most votes. Candidates will again leave the room, the same assumptions apply, and the runoff candidate who receives the majority of votes prevails.

4. Term. The term of office shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

5. Service without compensation. Officers shall serve without compensation for their services as officers. Pre-authorized expenses Officers incur in the furtherance of the PTO Council's purpose shall be reimbursed if documented.

6. Resignations. Resignations of officers are to be submitted in writing to the recording Secretary, or in the case of the Recording Secretary, to the Chair.

7. Removal. Officers may be removed from their positions by a two-thirds vote of the PTO Council upon petition of one-third of the members. A petition for removal must first be discussed at a regular or special meeting. A vote on the petition may be taken at a regular or special meeting no less than one month after the petition for removal has been discussed.

8. Term Limits. No person may hold the same elected office for more than three consecutive terms, and no person shall be a member of the Executive Committee for more than six consecutive years.

4.c. Annual Transition. To maintain organizational continuity, officers whose terms have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. This orderly transition includes the transfer of all files, documents and instruments material to the successful performance of the position being vacated. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the PTO Council's financial accounts and signature cards.

ARTICLE 5.  
EXECUTIVE COMMITTEE

5.a. There shall be an Executive Committee consisting of the elected PTO Council Officers.

5.b. This Committee shall decide all business and financial matters for the PTO Council.

5.c. One half of the members of the Executive Board shall constitute a quorum, and, assuming the presence of a quorum, a simple majority shall prevail, unless otherwise stated in these Bylaws.

5.d. The Executive Committee shall have the power to create standing and special committees. The Executive Committee may make such provisions for the appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business or other activities of the PTO Council.

ARTICLE 6.  
PROHIBITED ACTIVITIES

6.a. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

6.b. Lobbying and Political Activities. The Corporation may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office.

6.c. Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.d. Non-Discrimination. In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin, gender or sexual orientation.

6.e. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the PTO Council (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all PTO Council officers and authorized representatives. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the PTO Council and may work to the detriment of the PTO Council.

1. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Executive Committee. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict.

2. Preventing Conflict Situations. The PTO Council, through the Executive Committee, shall encourage all fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the PTO Council.

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors who may now or at any time in the future have dealings with the PTO Council.

6.f. Litigation. The PTO Council shall not be a voluntary party in any litigation without the prior written approval of 2/3rds of the member PTO's.

## ARTICLE 7 OTHER FINANCIAL MATTERS

7.a. Property of the PTO Council. The title to all property of the PTO Council, both real and personal, shall be vested in the PTO Council.

7.b. Disposition Upon Dissolution. Upon the dissolution or winding up of the PTO Council, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the PTO Council remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for the tax exempt purpose of the advancement of public school education which is reasonably related to the purposes and goals of the PTO Council, as may be determined by the Executive

Committee in its sole discretion, and which has established its tax exempt status under either §501(c)(3) or §501(c)(4) of the Internal Revenue Code of 1986, as amended.

7.c. Contracts. The Executive Committee may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO Council. Such authority may be general or confined to a specific instance. Unless so authorized by the Executive Committee, no officer shall have any power or authority to bind the PTO Council by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Executive Committee without specification of the executing officer, the Chair, either alone or with the Reporting or Corresponding Secretary, may execute the same in the name of, and on behalf of, the PTO Council, and any such officer may affix the corporate seal (if any) of the PTO Council thereto.

7.d. Financial Accounts. The PTO Council may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Executive Committee to hold, manage or disburse any funds for Council purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Council, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Executive Committee from time to time.

7.e. Liability of Officers. No officer of the PTO Council shall be personally liable to the PTO Council's creditors or for any indebtedness or liability and any and all creditors shall look only to the PTO Council's assets for payment. Further, neither any officer, the Executive Committee nor any of its individual members shall be liable for acts, neglects or defaults of any employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of Council, or any mistakes of fact or law.

7.f. Liability of Members. No member of the PTO Council shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the PTO Council's assets for payment.

7.g. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the PTO Council. Cessation of membership shall operate as a release and assignment to the PTO Council of all right, title and interest of any member, but shall not affect any indebtedness of the PTO Council to such member.

7.h. Fiscal Year. The fiscal year of the PTO Council shall be from each July 1<sup>st</sup> to each

June 30<sup>th</sup>.

ARTICLE 8.  
INSURANCE

8.a. Insurance. The PTO Council may purchase and maintain insurance on behalf of any person who is or was an officer of the PTO Council against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such.

8.b. Changes in Michigan Law. If there is any change of the Michigan Nonprofit Corporation Law provisions applicable to the PTO Council relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the PTO Council to provide broader indemnification rights than the provisions permitted the PTO Council to provide before the change. Subject to the next Section, the Executive Committee is authorized to amend these bylaws to conform to any such changed statutory provisions.

8.c. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any officer of the PTO Council for or with respect to any acts or omissions of the officer, employee, or agent occurring before the amendment or repeal.

8.d. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the PTO Council's status as a tax exempt organization described in §501(c)(4) of the Internal Revenue Code of 1986, as amended.

ARTICLE 9  
PERSONAL LIABILITY FOR VOLUNTEER OFFICERS

9.a. To the fullest extent permitted under Section 209C of the Michigan Nonprofit Corporation Act (MNCA), as the same presently exists or may hereafter be amended, a volunteer officer of the PTO Council shall not be personally liable to the PTO Council for monetary damages for breach of the officer's fiduciary duty. However, this provision does not eliminate or limit the liability of an officer for any of the following:

1. A breach of the officer's duty of loyalty to the PTO Council;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
3. A violation of Section 551(1) of the MNCA (dealing with certain prohibited transactions by officers);

4. A transaction from which the officer derived an improper personal benefit;
5. An act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the MNCA; and
6. An act or omission that is grossly negligent.

Any volunteer officer of the PTO Council shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer to the PTO Council to the extent set forth in this Section A.

9.b. To the fullest extent permitted under Section 209(d) of the MNCA, as the same presently exists or may hereafter be amended, the PTO Council assumes all liability to any person other than the PTO Council, for all acts or omissions of a volunteer officer occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the MNCA, incurred in the good faith performance of the volunteer officer's duties as such. A claim for monetary damages for a breach of a volunteer officer's duty to any person other than the PTO Council, shall not be brought or maintained against a volunteer officer; but such a claim shall be brought or maintained instead against the PTO Council, which shall be liable for the breach of the volunteer officer's duty.

9.c. The term "volunteer officer" shall have the same definition as the term "volunteer director" set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended.

9.d. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of an officer of the PTO Council existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, then the liability of officers shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

## ARTICLE 10 PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order shall govern the PTO Council as to methods of procedure, unless otherwise provided herein.

## ARTICLE 11 USE OF ELECTRONIC MEANS FOR MEETING PARTICIPATION AND VOTING

Where any provision of these bylaws calls for notice, communication, a meeting or voting, the PTO Council, subject to the Executive Committee's approval, is authorized to use

electronic means to the fullest extent permitted under Chapter 4 of the Michigan Nonprofit Corporation Act.

ARTICLE 12  
BYLAWS, AMENDMENTS AND INSPECTION

12.a. Adoption. These Bylaws may be adopted, amended, restated or repealed by two-thirds of the voting membership with two weeks notice of any change proposed.

12.b. Inspection of Bylaws. The original or a true and correct copy of these Bylaws, as amended or otherwise altered to date, certified by the Recording Secretary, shall at all times be kept in the principal office of the PTO Council for the transaction of business, and shall be open to inspection by the Authorized Representatives, officers and the public at all reasonable times during office hours.