

# **BYLAWS**

## **STEVENS T. MASON ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION 2018- 2019**

(A Michigan Nonprofit Corporation)

### **ARTICLE I**

#### **- PTO BOARD & MEMBERS -**

##### **Section 1 ~ Overview:**

The name of this organization shall be the Stevens T. Mason Parent-Teacher Organization (hereinafter referred to as the “PTO” or “Mason PTO.”)

The Mason PTO members shall be referred to as “Members” and/or “general members” and/or “general membership.”

The PTO Board shall be referred to as the “Board of Directors” or the “Board.” Mason PTO members, who hold a position on the executive branch of the Board of Directors, shall be referred to as the “Officers.” Officers are the President; Vice President; Treasurer; Corresponding/Communications Secretary and Recording Secretary.

Other Directors shall be defined as “Directors” or “Standing Committee Chairs.” In addition to the Officers, Directors include the ASD Emissary, the PTO Council Observer, the School Board Observer, a Teacher Representative and the Principal. Other Committee Chairs are assigned or changed by the Board as needed. Standing Committee Chairs are designated for Fundraising, Hospitality; Membership; and Volunteers and are elected by the general membership, unless no candidate is nominated, in which case, those posts may be assigned by the Board.

PTO membership is required to hold a seat on the Board. All posts, with the exception of the Principal, may be co-chaired.

The President must serve as a Board member for a minimum of one year to be eligible for the Presidency.

An Officer or Director, who misses two consecutive meetings suspends a seat and can only be reinstated by submitting a request, in writing or in person, to the Board and upon Board approval.

Active Board seats have full voting rights. The Principal, Teacher Representative and ad hoc Committee Chairs that are temporarily assigned for specific events or initiatives do not have voting rights in Board decisions.

The general membership may attend any Board meeting. They may observe and shall be granted floor rights to speak on the topic at hand, but do not have voting rights in Board decisions.

All PTO members, with the exception of the Principal, who are in good standing, which shall be defined as parents, guardians and teachers of Mason students, who have paid membership dues no fewer than thirty (30) days prior to an election, have voting rights in all elections.

### **ARTICLE II**

#### **- PURPOSE & POLICIES -**

##### **Section 1 ~ Purpose of the PTO Board:**

The purpose of the Mason PTO is to build and maintain an organization of parents/guardians and teachers, who will support the students; teachers; and administrators of Mason in ways that help to generate an environment designed for excellence in the academic, physical, and social education of Mason students.

## ARTICLE II

### - PURPOSE & POLICIES - CONTINUED

#### **Section 2 ~ Policies of the PTO Board:**

The Mason PTO shall be non-commercial, non-sectarian and non-partisan. It shall not endorse any commercial enterprise or any candidate for elective office. The name of the PTO or the names of any members in their official capacities shall not be used in connection with any commercial concern, or for any work other than the regular work of the PTO.

#### **Section 3 ~ Practice Restrictions of the PTO Board:**

The Mason PTO shall not seek to direct administrative activities of the school or to control its policies.

#### **Section 4 ~ PTO Board Positions & Responsibilities:**

The property, activities and affairs of the PTO will be managed by the full Board of Directors, which consists of Executive and non-Executive Board of Directors, as described herein.

These Directors are the Officers; Directors; and Standing Committee Chairs, who have been elected or appointed to the Board.

The Board of Directors will also consist of a minimum of one Director, who is a current teacher at Mason, with a one-year term, and the Principal, whose term is commensurate with his/her term as Principal.

The immediate past President of the PTO, is not required and may serve only at the request and pleasure of the Board, as an ex-officio member of the Board of Directors, without the right to vote on Board matters.

#### **Section 5 ~ Finances:**

The Mason PTO, as an organization, shall be financially independent and shall only seek donations or grants from persons or groups not having an immediate interest in supporting the maintenance, expansion and operation of the sponsored events and other lawful endeavors of the Mason PTO. The PTO shall only raise funds that directly or indirectly support in total or in part, Mason and its students. Monies collected by the PTO through fundraising activities will follow prescribed cash-handling procedures, in accordance with Michigan law. A copy of those procedures shall be provided to all PTO volunteers who may encounter money-handling assignments.

#### **Section 6 ~ Allowable Associations:**

The Mason PTO may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordination councils.

#### **Section 7 ~ Term of Office:**

Officers/Directors and the Standing Chairs shall serve for a term of one (1) school year, except as otherwise noted. In the event that no successor is elected, the position is declared vacant. Vacant positions shall be appointed by the President, as interim positions, until the next election, upon the two-thirds (2/3) approval of the Board.

No Officer/Director or Standing Chair shall be eligible to the same office for more than two consecutive terms, except in the case of fulfilling a partial term, in the event a candidate cannot be found for said Board position. The previous officer may temporarily fill the position until a candidate is found or until a person is appointed to the post by the President, with the two-thirds (2/3) majority approval of the Board.

No Officer/Director or Standing Chair shall hold more than one elected office, during any term. If a replacement candidate is found, the incumbent, whose term has expired, shall be relieved of the seat.

The office of Vice President shall be a two-year term, the second year serving as President. The office of President shall be a one-year term.

The office of Treasurer shall be a two-year term. A mid-year election will take place in January of the second year of the term, and the newly elected Treasurer shall serve upon election thru June 30th, as co-Treasurer and officially become Treasurer on July 1. The two-year term, thereby, includes a transition period at the beginning and at the end of said term.

## ARTICLE II

### - PURPOSE & POLICIES - CONTINUED

#### **Section 7 ~ Term of Office continued:**

The ASD Emissary shall serve a two-year term. A third year may be added, however, if no candidate can be found to fill the position, after a good-faith search and a thorough attempt to find such a candidate. The President may appoint a replacement, if necessary, upon approval of the Board.

An election of a Board seat must be declared “null and void,” whenever discovery is made that the individual elected did not meet the qualifications and/or eligibility for office, as stated in the Bylaws.

Each member of the Board will serve through the last day of the academic school year, at which time, he/she will cease to be a Board member unless otherwise elected as provided herein.

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

By two-thirds vote of the Board, an Officer/Director or Committee Chair may be removed from office for failure to perform duties or for misconduct. Due notice, in writing, shall be given to said person before the removal is voted upon.

**Section 8 ~ Fiscal Year:** The fiscal year of the PTO will end on the last day of June.

**Section 9 ~ Amendments:** These Bylaws may be amended at any regular or special meeting of the PTO Board by a two-thirds (2/3) vote of the Board members present, providing written notice of the proposed amendment is provided to the general membership no fewer than ten (10) days prior to the date of the meeting at which action is taken.

**Section 10 ~ Exceptions:** Exception to accommodate extraordinary circumstances may be added to these Bylaws by a two-thirds (2/3) approval of the Board, providing written notice of the proposed exception is provided to the general membership no fewer than ten (10) days prior to the date of the meeting at which action is taken.

## ARTICLE III

### - DUTIES OF OFFICERS & DIRECTORS -

#### **Section 1 ~ Board Seats:**

The Board of Directors consists of five Officers; two to three Directors; a Mason Teacher Representative; the Mason Principal; and four Standing Committee Chairs. Other Committee Chairs may be appointed, at the discretion of the Board of Directors.

- Officers shall be a President, Vice President, Treasurer, Recording Secretary and Corresponding/Communications Secretary.
- The President and Vice President must have served on the Board for at least one year prior to being eligible for these posts.
- Directors shall be the ASD Emissary, Diversity Chair; PTO Council Observer and School Board Observer. The Observer posts may be held by one person, if necessary.
- Standing Committee Chairs shall oversee: Fundraising; Hospitality; Membership; and Volunteers.
- Ad Hoc Committee Chairs are event-driven and temporary in nature and not considered Board seats.

## ARTICLE III

### - DUTIES OF OFFICERS & DIRECTORS - CONTINUED

#### **Section 2 ~ President:**

The President will attend all meetings of the Board, will be the chief executive officer of the Mason PTO and will have general and active management of the activities of the PTO.

The President will see that all orders and resolutions 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 executing is expressly delegated by the Board to some other person.

The President will preside at meetings of the Board or, in his or her absence, the Vice President will preside. In the absence of both the President and Vice President, the Directors present at the meeting will designate another presiding officer.

The President may appoint each chairperson of any special or standing committees and will be an ex-officio member of all committees, except the Nominating Committee.

The President can authorize disbursements of Two-Hundred Dollars (\$200) or less, without prior approval by the Board of Directors.

The President must have previously held an elected or appointed position with the PTO prior to serving and must be a Mason PTO member in good standing.

#### **Section 3 ~ Vice President:**

The Vice President will attend all meetings of the Board and, 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.

In the absence of a PTO Council Observer or a School Board Observer, the Vice President will also attend School Board meetings and report what occurred to the Board.

The Vice President will oversee the nominating and election process at the annual PTO Board elections.

The Vice President succeeds the President at the completion of his or her term, unless an exception occurs. Exceptions must be presented and written as an amendment and approved by the Board.

The Vice President must be a Mason PTO member in good standing.

#### **Section 4 ~ Treasurer:**

The Treasurer will attend all meetings of the Board and oversee the financial activities of the PTO.

The Treasurer will perform all duties incident to the office of the Treasurer and other administrative duties as may be prescribed by the Board.

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 term's completion, death, resignation or removal from office.

The Treasurer will be responsible for making corporate financial records available to the person or entity appointed to review such records.

The Treasurer will prepare and submit monthly financial reports at each meeting of the Board of Directors.

The Treasurer must be a Mason PTO member in good standing.

#### **Section 5 ~ Recording Secretary:**

The Recording Secretary will attend all meetings of the Board and record the minutes of all proceedings.

The Recording 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 as prescribed by the President.

The Recording Secretary will keep record of meeting minutes and provide copies to PTO Members.

The Recording Secretary will serve on the Nominating Committee and will assist in the count of the ballots.

The Recording Secretary will notify the new officers of their election to the office after the final tally.

The Recording Secretary will record the results and report or cause the results to be reported to the general membership. The results will be archived and made available to any Member who requests the tally.

The Recording Secretary must be a Mason PTO member in good standing.

## ARTICLE III

### - DUTIES OF OFFICERS & DIRECTORS - CONTINUED

#### **Section 6 ~ Corresponding/Communications Secretary:**

The Corresponding/Communications Secretary will attend all meetings of the Board.

The Corresponding/Communications Secretary will handle correspondence necessary for the PTO, and will be a custodian of all said communications papers and documents belonging to the PTO.

The Corresponding/Communications Secretary shall be responsible for overseeing school publicity and shall keep parents informed of the business of the Board of Directors through development of articles/information for the PTO newsletter, using hard, electronic and social media, as appropriate.

The Corresponding/Communications Secretary must be a Mason PTO member in good standing.

#### **Section 7 ~ Principal:**

The Principal, while not required, should attend all meetings of the Board and PTO events.

The Principal will serve as an advisor and facilitator in Board discussions and planned initiatives and will make known, either in person or in writing, the priorities of the school.

The Principal shall serve as a liaison between the PTO and the Superintendent or the District Office.

The Principal shall guide processes to insure they are permissible and follow proper school guidelines.

The Principal shall encourage teachers to join the PTO and to participate in its functions to enhance the benefit to Mason students.

The Principal shall not set the agenda, nor make any activity or initiative mandatory.

The Principal shall have the authority to refuse or reject any plan; event; activity; or purchase that is within his/her school's jurisdiction.

#### **Section 8 ~ Teacher Representative:**

The Teacher Representative will attend all meetings of the Board and serve as the liaison between the Board and Mason teachers.

The Teacher Representative will coordinate information between the Board and Mason teachers and work to guide the Board's decisions, as they relate to the best practices in support of Mason's students and staff, based on classroom experience.

The Teacher Representative must be a member in good standing of the Mason PTO.

#### **Section 9 ~ ASD Emissary:**

The ASD Emissary will attend all meetings of the Board.

The ASD Emissary will work with the Principal to develop plans & programs, and keep the Board apprised of the needs, events, and initiatives that are specific to our ASD classrooms and/or are pertinent to the business of the PTO.

The ASD Emissary will act as a PTO representative for Mason School at community events/meetings, which are specific to addressing and improving the academic environment and the emotional climate for ASD within GPPSS.

The ASD Emissary will keep the PTO Board and all affected persons informed of said findings and will help to incorporate relevant actions, when necessary.

The ASD Emissary will be responsible for presenting materials that create awareness and promote inclusion throughout the year.

The ASD Emissary must be a Mason PTO member in good standing.

#### **Section 10 ~ Diversity Chair:**

The Diversity Chair will attend all meetings of the Board.

The Diversity Chair serves to help bring our diverse community together, by being the liaison between the PTO and the Mason Diversity group.

The Diversity Chair will keep the PTO Board and all affected persons informed of said findings and will help to incorporate relevant actions, when necessary.

The Diversity Chair will be responsible for promoting inclusion throughout the year.

The Diversity Chair must be a Mason PTO member in good standing.

## ARTICLE III

### - DUTIES OF OFFICERS & DIRECTORS - CONTINUED

#### **Section 11 ~ PTO Council / School Board Observer:**

The PTO Council / School Board Observer will attend all Council and School Board meetings and report what occurred at the next scheduled PTO meeting. The PTO Council Observer and the School Board Observer may be a combined responsibility, if one of the posts is vacant. The Observer posts may be shared between two

#### **Section 11 ~ PTO Council / School Board Observer continued:**

persons. In the event that the Observer is unable to attend one of the required meetings, the President or Vice President shall attend.

The PTO Council / School Board Observers must be a Mason PTO member in good standing.

#### **Section 12 ~ Standing Committee Chairs:**

The Standing Committee Chairs shall oversee Hospitality; Fundraising; Membership; and Volunteers and will attend all meetings of the Board of Directors and keep the Board apprised of the needs, events, and initiatives as they relate to their specific duties. Each Standing Committee Chair must be a Mason PTO member in good standing.

- **Hospitality** Chair shall oversee and direct all facets of the preparation and execution, as they pertain to the provision of refreshments and set-up of various PTO events. The Hospitality Chair will keep record of and report all expenses for reimbursement.
- **Fundraising** Chair shall oversee and direct all facets of the preparation and execution of various PTO fundraising initiatives and their subsequent events. The Fundraising Chair will keep record of and report all expenses and revenue to the Board.
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- **Membership** Chair shall plan and execute the initiatives related to the acquisition and growth of PTO membership. The Membership Chair will report activity and results to the Board at appropriate intervals throughout the year.
- **Volunteers** Chair shall oversee the recruitment and assignment of volunteers for various events and initiatives as designated by the Board.
- **Ad Hoc/Non-Standing Committee Chairs** shall be appointed by the Board as needed. Duties shall be assigned accordingly.

#### **Section 13~ Holding Multiple Seats:**

An Officer/Director and Standing Committee Chairs, may hold one elected seat and one appointed seat on the Board, but may only vote once on a motion; initiative; or in an election. Each member of the Board has voting rights.

#### **Section 15 ~ Resignations/Removals:**

An Officer/Director or Standing or ad hoc Committee Chair may resign, by written notice to the Board. The resignation will be effective upon its receipt by the Board, or at a subsequent time, as set forth in the notice of resignation.

Except for the Principal of Mason Elementary School, any other Officer/Director or Standing or ad hoc Committee Chair may be removed. Elected Officers/Directors may only be removed with cause by the affirmative vote of two-thirds (2/3) of the Board. Committee Chairs may be removed either with or without cause, by the affirmative vote of the majority of all the remaining Officers/Directors and Standing Chairs.

In addition to the other restrictions set forth herein, any Officer/Director or Standing or Committee Chair who will cease to possess the qualifications for active membership in the Board, or any Officer or Director who will be absent from two consecutive meetings of the Board during the PTO's fiscal year will be automatically

### ARTICLE III

#### **- DUTIES OF OFFICERS & DIRECTORS - CONTINUED**

##### **Section 15 ~ Resignations/Removals continued:**

suspended and lose Board voting rights. Said Director will have right to appeal to the Board. All appeals must be made to the Board at the next meeting in person or in writing and such suspended Director may be reinstated only upon a majority vote of the remaining Directors.

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 Officers/Directors and Standing Chairs, though less than a quorum of the Board. This vacancy, when filled, shall be regarded as interim and will expire upon the completion of the term of the original holder of the post. This interim-position holder may be re-elected to that post, by following the election protocols cited herein.

### ARTICLE IV

#### **- MEMBERSHIP -**

##### **Section 1 ~ Eligibility for Membership:**

Any parent or legal guardian of a child attending Mason School and any Mason teacher & the Mason Principal, who is willing to uphold its policies and abide by its Bylaws, may become a member upon payment of annual dues. Membership includes the right to run for a Board seat and the right to vote in Board elections.

##### **Section 2 ~ Enrollment:**

The Mason PTO shall conduct an annual enrollment of members at the beginning of each school year. However, eligible individuals may be admitted to membership at any time during the school year, upon payment of dues.

##### **Section 3 ~ Annual Dues:**

The annual dues for the Mason PTO are \$12 per person, and shall be fixed by the Board and may be adjusted from time to time.

##### **Section 4 ~ Membership Term:**

Annual membership covers the fiscal school year from July 1<sup>st</sup> thru June 30<sup>th</sup>. All memberships expire on June 30<sup>th</sup>, regardless of when the member joined.

##### **Section 5 ~ Eligibility to Vote in Elections:**

A member must have paid his or her dues at least 30 calendar days before an election to be considered a member in good standing with the right to vote in that election.

##### **Section 6 ~ Voting Rights on Board Matters:**

The Board of Directors is charged with the responsibility of PTO matters and voting on those matters is limited to the Officers, Directors and Standing Chairs of the Board. The Principal and the Teacher Representative do not vote on Board matters.

### ARTICLE V

#### **- BOARD SEAT ELECTIONS -**

##### **Section 1 ~ Timing and Procedures:**

Elections shall be held in May of each school year.

A Nominating Committee shall be formed by the Vice President, who will select the panel from the general membership.

## ARTICLE V

### - BOARD SEAT ELECTIONS – CONTINUED

#### **Section 1 ~ Timing and Procedures continued:**

The Vice President shall recruit volunteers for the Nominating Committee, which shall have no fewer than five members, including the Vice President and Recording Secretary. Three members must be from the general PTO membership.

The Nominating Committee shall be led by the Vice President, who will announce a call for candidates for each office to the PTO general membership, at least one month prior to the election.

Candidates may self-nominate. If nominated by someone else, the candidate must approve the nomination before being added to the slate.

The Vice President will publish or cause to be published, the slate of candidates, no less than two weeks prior to the election.

Elections will be held by private ballot, in a manner so designated by the Board, and will be limited to the PTO members, who were Mason PTO members at least 30 (thirty) calendar days prior to the election and are in good standing.

Verification of membership in good standing shall be required to cast a vote. Verification shall consist of the member's name and the date of joining the PTO appearing on the official roster, which will be kept and provided by the Recording Secretary.

The Nominating Committee shall, upon completion of the voting, count the ballots.

The Recording Secretary will notify the new officers of their election to the office after the final tally has been made. Additionally, the Recording Secretary shall archive the ballots for future reference.

Officers shall be instated during the regular meeting in May. Officers will assume their official duties on July 1st, except for the new Treasurer, who will act as co-treasurer upon being instated until assuming full and official duties as Treasurer on July 31st.

## ARTICLE VI

### - MEETINGS -

#### **Section 1 ~ Annual and Regular Meetings:**

The annual meeting for Members of the PTO will be held at Mason Elementary School in the fall of each year, or at any other place and date as designated by Board of Directors for the transaction of business properly brought before the meeting.

#### **Section 2 ~ Regular Meetings:**

Regular meetings of the Board of Directors will be held on the third Tuesday of each month with the exception of December and June, during which months no regular meetings will be held. at such time and place as is determined by the Board of Directors. The schedule for regular meetings may be adjusted to accommodate the school calendar or when deemed necessary by the Board.

Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board.

#### **Section 3 ~ Special Meetings:**

Special meetings of the Board or of the General Membership may be called by the President and will be called by the President or the Recording Secretary at the direction of not less than two Directors or at the request in writing of at least two of the Members.

Special meetings of the Board may only take place upon serving notice to all Board members, by stating the purpose, date, time and location of the meeting. Special meetings must include at least three directors and must be approved by the remaining directors.



## ARTICLE VI

### - MEETINGS - CONTINUED

#### **Section 3 ~ Special Meetings continued:**

Special meetings for the purpose of executing an approved event or initiative do not require notice or approval of Board members who are not involved in said event or initiative and may be held as required. However, discussion which is related to PTO matters, is limited to the expressed purpose of the meeting.

Special meetings will be held at Mason Elementary School unless otherwise directed by the Members and stated in the notice of the meeting.

Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a meeting of the General Membership will be given to each Member of record not less than ten days nor more than sixty days before the meeting.

Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given or cause to be given to each Director not less than ten days before a regular meeting and 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 or purposes of the meeting.

Notice may be given by publication in the Mason Elementary School calendar, on Mason Elementary School's website, by other electronic method, and/or in a notice which is sent home with students.

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 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.

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 5 ~ Quorum:**

A majority of all the Directors will constitute a quorum at any meeting. 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 any other sections of these Bylaws or the Articles of Incorporation. If at any meeting the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum has been obtained.

#### **Section 6 ~ Conduct of Meetings:**

Meetings of the Board and of the General Membership will be presided over by the President, or in his/her absence, the Vice President. The Recording Secretary or Corresponding Secretary or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

#### **Section 7 ~ Participation by Conference Telephone:**

An Officer/Director may participate in a meeting 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. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

#### **Section 8 ~ Action by Unanimous Written Consent:**

Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of proceedings of the Board of Directors.

## ARTICLE VII

### - FINANCES -

#### **Section 1 ~ 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 for goods and services and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

#### **Section 2 ~ Powers as to Other Documents:**

All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or Vice President and if necessary, attested by the Recording Secretary or the Treasurer.

#### **Section 3 ~ 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.

#### **Section 4 ~ Procedures and Protocols:**

The handling of cash and donations shall follow the strict guidelines of the laws that apply to Michigan Nonprofits. A copy of those guidelines shall be provided to each Board member and will be made available upon request.

## ARTICLE VIII

### - INDEMNIFICATION -

#### **Section 1 ~ Indemnification:**

The PTO will, to the fullest extent now or hereafter permitted by law, indemnify any Director/Officer of the Board (and, to the extent provided in a resolution of the Board 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 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 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 the 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/Officer of the PTO. Indemnification may continue as 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 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 IX**

**- DISCLOSURE -**

**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 an Officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of 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 Officer 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 substantial interest or dealings with the organization.

**Section 2 ~ Recusal:** Any Board member or Officer having duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparable data, when applicable. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

**Section 3 ~ Statement of Position:** The foregoing requirements should not be construed to prevent a Board member or Officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

**ARTICLE X**

**- DISSOLUTION -**

**Section 1 ~ Dissolution:** In the event of the dissolution of the Mason PTO, the Executive Board must ensure that the Corporation is properly closed and all legal requirements have been met prior to the distribution of funds. Any remaining funds should be used to pay any outstanding bills and, with the membership’s approval, spent for the benefit of the school.

**ARTICLE XI**

**- PARLIAMENTARY AUTHORITY -**

**Section 1 ~ Governing Rules:** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this PTO Council and its constituent organizations in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the articles of incorporation.

**Amended August 2018**

**Amy Schubert**  
President / Hospitality

**Kris McKean**  
Vice President / Membership

**Gina Bordato**  
Recording Secretary

**Liz Hubbell**  
Corresponding/Communications Secretary

**Amy Weglarz**  
Treasurer

**Jennifer Amori**  
Fundraising

**Quaine Bates**  
School Board Observer

**Emily Rennpage**  
Diversity Chair

**Kristen Rubart**  
ASD Emissary

**Andrea VanBecelaere**  
Volunteers

**Roy Bishop**  
Principal