

# **Bylaws of Mitchell Elementary Parent Teacher Organization**

## **3550 Pittsview Drive, Ann Arbor, Michigan 48108**

### **Article I – Name, Description, and Purpose**

Section 1: NAME The name of the organization shall be the Mitchell Elementary Parent Teacher Organization, or “Mitchell PTO” for short, hereinafter referred to as “PTO” or “organization”.

Section 2: DESCRIPTION—The PTO is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE The purpose of the PTO is to enhance and support the educational experience of children at Mitchell Elementary in Ann Arbor, hereinafter referred to as “School”; to facilitate and enhance communication within the parent/caregiver community and between parents/caregiver and the faculty and administration of the School; and to facilitate parent/caregiver involvement in social, educational and fundraising activities.

### **Article II – Members**

Section 1: GENERAL MEMBERS: Membership shall be automatically granted to any parent, guardian, or other adult standing in loco parentis for a student at the school, and shall have voting rights. Any teacher or staff employed at the school shall also be a member and have voting rights. There are no membership dues. All members will count toward quorum and be able to vote at any general meeting they attend on any non Executive Board matters. All General Members are expected to actively support the functions and activities of the school and the PTO.

Section 2: SCHOOL PRINCIPAL(S): The School Principal(s) or designee shall each be a full member of the PTO with voting privileges at General Meetings, and an ex-officio member of any Standing or Special Committee. The School Principals (meaning the Principal or Assistant Principal) will have one vote on the Executive Board, defaulting to the principal, unless otherwise predetermined.

### **Article III – Officers and Elections**

Section 1: EXECUTIVE BOARD: The Executive Board shall consist of the following officers: President, Vice President, Secretary, Treasurer, Fundraising Coordinator, and representative to the Ann Arbor PTO Council, which will consist of 7-9 members in order to allow for co-chairmanship at the discretion of the General PTO Membership. The School Principal shall be an ex-officio member of the Executive Board.

Section 2: QUALIFICATIONS General Members are eligible for office (i.e., any electable position) if they are members in good standing at least 14 calendar days before the nominating committee presents its slate. A member in good standing is defined as a parent/caregiver with a currently enrolled student and/or are currently employed at Mitchell Elementary School who has not been previously removed from office or found to have violated PTO bylaws while holding office. Each person elected shall hold only one Executive Board position at a time.

Section 3: TERM OF OFFICE The Term of Office for all officers is one (1) year, beginning August 1 and ending July 31 of the following year, or until a successor is duly elected. The Term Limit for any Executive Board office is 2 years. After 1 year in office, the Executive Board officer may self-nominate to be re-elected for 1 more year. They may not be re-elected into the same position for a 3rd term. Self nomination for a 2nd Term does not guarantee slating or election.

Section 4: NOMINATIONS AND ELECTIONS The Nominating Committee shall publish a slate of nominees at the regular April meeting. The slate shall include at least one nominee for each elected office. Nominations for elected officers may also be made from the floor at the April meeting, or by petition signed by five (5) voting members of the PTO at least ten (10) days prior to the annual May meeting. The Secretary shall post and distribute the completed ballot of nominees 10 days prior to the May meeting, upon which voting will commence. Voting will continue throughout this 10-day period, and votes may also be cast during the May general membership meeting. Results will be tallied and announced within 48 hours of the adjournment of the regular May meeting. Results will be shared electronically, including on the PTO website. If there are two candidates for a position, 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 no candidate receives more than half the votes, there shall be a runoff between the two candidates receiving the most votes.

#### Section 5: DUTIES

a. Executive Board: The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, ensure the implementation of standing rules and policies, create and oversee standing and temporary committees, prepare and submit a budget to the membership, approve by majority vote of the Board unbudgeted expenditures of no more than \$100, and prepare reports for and recommendations to the membership.

b. President: The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the Principal, represent the organization at meetings outside the organization, serve as an ex-officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

c. Vice President: The Vice President shall assist the President and carry out the President's duties in their absence or inability to serve.

d. Secretary: The Secretary shall keep all records of the organization, take, record, and publish minutes, and send notices of meetings to the membership. The Secretary also keeps an electronic copy of the minutes, bylaws, rules, membership list, and any other necessary supplies, and ensures that they are up-to-date and available for meetings.

e. Treasurer: The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, hold all financial records, and pay out funds in accordance with the bylaws. They will prepare a detailed financial statement showing all receipts and expenditures since the last meeting that will be shared with the meeting agenda in the Secretary's meeting notification. They must also share financial information when requested by the Executive Board.

f. PTO Council Representative: The PTOC Rep shall represent the Mitchell PTO at districtwide Council, and communicate school issues to the district level and convey district information back to the school.

g. Fundraising Coordinator: The Fundraising Coordinator will oversee all fundraising ventures of the PTO, assist as the primary fundraising arm while ensuring fundraising efforts meet the organizations purpose, and support PTO events such as Ice Cream Social, Fun Run, etc. This person will submit a calendar of fundraising opportunities to be voted on at regular PTO meetings..

h. School Principal: The School Principal or designee shall serve as an ex-officio member of the Executive Board and represent the interests of the School administration. The School Principal shall communicate the strategic direction of the school to ensure cohesive and productive PTO programming.

#### Section 6: VACANCIES

If there is a vacancy in the office of President, the Vice President should assume the office of President. At the next regularly scheduled meeting, any other executive vacancy will be filled by special election. Any other position, including chair of a standing or temporary committee shall be by appointment of the majority of the Executive Board.

#### Section 7: REMOVAL

A special recall election for any office may be conducted if 15 members submit a petition to the Secretary or President at least ten days prior to a regular meeting. Officers can be removed

from office by a two-thirds vote of those present (assuming a quorum) at a regular meeting with seven days of written notice to the full membership.

#### **Article IV – Non-Elected Positions**

Non-elected position members may be appointed by the Executive Board to positions of responsibility within the PTO. Any General Member may volunteer or be asked to take on a role or chair a committee as needed. Non-elected positions may consist of Volunteer Coordinator, Teacher Appreciation Coordinator, Social Media Chair, Grade-Level Liaisons, Science Olympiad Coordinator/Head Coach, and others as determined by the Executive Board.

#### **Article V – Meetings**

Section 1: GENERAL PTO MEETINGS General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board. The Secretary shall notify the members of the meetings at least one week prior to the meeting. The quorum shall be twelve (12) members of the organization.

Section 2: ANNUAL MEETING The Annual Meeting will be held at the May regular meeting. The Annual Meeting is for electing officers and conducting other business that should arise prior to the beginning of the next school year.

Section 3: SPECIAL MEETINGS Special meetings may be called by the President, any two members of the Executive Board, or five general members submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to the members at least 5 days prior to the meeting.

Section 4: VOTING All members will count toward quorum and be able to vote on any non-Executive Board matters at any general meeting they attend. Each member in attendance at a PTO meeting is eligible to vote.

Section 5: EXECUTIVE BOARD MEETINGS Regular meetings shall be held, to be determined by the board. Special Executive Board meetings may be called by any two board members, with 48 hours notice. Each Officer role gets one vote. Half the number of board members plus one constitutes a quorum.

#### **Article VI – Committees**

Section 1: MEMBERSHIP Committees may consist of members and board members, with the

President acting as an ex-officio member of all committees.

Section 2: STANDING COMMITTEES The following committees may be held by the organization: Fundraising, Communications, Community Events, Welcome Back Night, International Night, Ice Cream Social, Science Olympiad.

Section 3: NOMINATING COMMITTEE The nominating committee will be comprised of three to five PTO members elected during the February general membership meeting. At least one member of the committee must be a former Executive Board member. This committee will solicit nominations from PTO members in good standing for a slate to be presented at the April general membership meeting.

Section 4: SPECIAL FUNDS OVERSIGHT COMMITTEE Whenever a grant or private donation is received by the PTO that exceeds \$2,000 the Executive Board shall appoint members to a special funds oversight committee, unless a committee relating to the grant or donation is already established. The special funds oversight committee is responsible for ensuring all requirements or stipulations of the donation or grant are carried out and that the money is allocated, managed, and spent in accordance. The Treasurer will act as an ex-officio member of this committee. This committee must remain as a standing committee until the grant or donation requirements or stipulations have been met and money has been allocated or spent.

Section 5: ADDITIONAL COMMITTEES The Executive Board may appoint additional committees as needed, on either a temporary or permanent basis.

## **Article VII – Finances**

Section 1: FISCAL YEAR The fiscal year of the PTO begins August 1 and ends July 31 of the following year.

Section 2: BUDGET A tentative budget for the following fiscal year shall be drafted and available to the membership 10 days before the May Meeting and approved by a majority vote of the members present. Amendments to the approved budget are to be presented at a General PTO Meeting and are eligible for approval at the following General Meeting by a majority vote, assuming quorum.

Section 3: REPORTING All financial activity shall be recorded in an electronic accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly.

Section 4: SIGNATURE AUTHORITY Signatory authority shall be assigned to the President

and Treasurer. Authority to sign contracts is limited to the President or the President's designee with prior authorization for specific contracts and within the constraints of approved expenditures.

Section 5: ENDING BALANCE The organization shall maintain a minimum balance of ten percent of the budget, not less than \$5,000 at the end of each fiscal year.

Section 6: DISSOLUTION Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, donated to a qualified nonprofit such as another AAPS PTO, the AAPS PTOC, or the PTO Thrift Shop.

### **ARTICLE VIII - Prohibited Activities**

Section 1: 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.

Section 2: LOBBYING AND POLITICAL ACTIVITIES The PTO can devote effort to lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the PTO 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.

Section 3: PRIVATE INUREMENT No part of the net income or net assets of the PTO shall inure to the benefit of, or be distributable to, its officers, members or other private persons. However, the PTO is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

Section 4: NON-DISCRIMINATION In the conduct of all aspects of its activities, the PTO shall not discriminate on the grounds of race, color, national origin, citizenship status, language, religion, age, disability status, gender, sex, or sexual orientation.

Section 5: CONFLICTS OF INTEREST A conflict of interest occurs when a person under a duty to promote the interests of the PTO (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all PTO 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 and may work to the detriment of the PTO.

- a. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Executive Board. 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.

- b. Preventing Conflict Situations. The PTO, through the Executive Board, shall encourage all fiduciaries to prevent conflicts of interest where possible.
  - (a) Fiduciaries should refuse to enter into self-dealing relationships with the PTO.
  - (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.

Section 6: LITIGATION The PTO shall not be a voluntary party in any litigation without the prior written approval of two-thirds of the PTO members.

#### **Article IX – Parliamentary Authority**

Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization’s bylaws.

#### **Article X – Standing Rules**

Standing rules and Policies & Procedures may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

#### **Article XI – Dissolution**

The suggestion to dissolve this organization presented at a PTO meeting shall be publicized and considered for voting at a subsequent meeting. Approval of two-thirds of all members present and voting is required, assuming quorum.

#### **Article XII – Bylaws Amendments**

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be publicized and considered for voting at the following meeting. Approval of two-thirds of all members present and eligible to vote is required to adopt an amendment to the bylaws, assuming quorum.

Amended in General Meeting, May 23, 2023. Bylaws updated April 17, 2023 by Sarah Anton, Kristen Fraser, Allyson Samborn, Caitlyn Sorensen-Kowalski, Kristin Ochomogo, Rachele Stucker.