

**BYLAWS OF THE PARENT-TEACHER ORGANIZATION OF
CONANT ELEMENTARY SCHOOL
BLOOMFIELD HILLS SCHOOL DISTRICT**

ARTICLE I – NAME

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

ARTICLE II – MISSION STATEMENT

The mission of the PTO is to enhance and support the education of the students at Conant Elementary School by fostering relationships among the school, parents, administration, and teachers, and by offering, through volunteerism and financial assistance, outstanding supplemental enrichment opportunities for all students at the school. The PTO strives to enhance growth and education by acting as a liaison between families and the school and assisting the administration and teachers in upholding the high standards of the Bloomfield Hills School District.

ARTICLE III – PURPOSE

The PTO is organized for the purpose of supporting the education of students at Conant Elementary School by fostering relationships among the school, parents, teachers and administration. Its objectives are:

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

ARTICLE IV — POLICIES

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

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

Section 3. This organization shall refrain from raising funds for the sole purpose of donating them to a charitable organization, except: (i) this does not include PTOC sponsored events; and (ii) the PTO may raise separate funds for an approved charity. An approved charity is defined as a charity chosen by a simple majority at a PTO meeting.

Section 4. This organization may cooperate with other active organizations or agencies promoting child/student welfare to include but not limited to: Building Better Families through Action (BBFA), Bloomfield Hills Association of Special Education (BHASE), Bloomfield Youth Assistance (BYA), Friends of the Johnson Nature Center (FOJNC), Bloomfield Hills Schools Foundation, and Bloomfield Hills Schools Alumni Relations, provided these organizations/agencies make no commitments which bind the PTO.

Section 5. This organization shall be charged with the responsibility for accurately reporting information, communication and policies of the PTOC at the discretion of the Executive Board of the PTO.

Section 6. Any additional policies necessary for the operation of the PTO shall be maintained in a separate Conant PTO Policy Handbook. This handbook will be managed by the Executive Board or a designated subcommittee and shall include detailed information such as procedures, policies, best practices for a 501(c)(3) PTO, and day-to-day operations that may be too specific for the bylaws. The purpose of the Policy Handbook is to serve as a practical guide for the daily functioning of the PTO, to promote consistency in operations, and to support a smooth transition as new members assume roles within the organization. The Executive Board may update this handbook as needed, without requiring a formal amendment to the bylaws. The handbook shall be made available upon request by members, and will be posted on the Conant PTO website. The Policy Handbook shall not conflict with any provisions outlined in the bylaws. In the event of any conflict between the Policy Handbook and the bylaws, the bylaws shall prevail.

ARTICLE V - GENERAL MEMBERSHIP

Section 1. Any parent or guardian of a registered student attending Conant Elementary School may become a member of the PTO upon payment of annual dues, unless such payment is waived by a member of the Executive Board.

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

Section 3. Every individual who is a member of the PTO is by virtue of that fact a member of the Bloomfield Hills PTO Council (PTOC).

Section 4. The PTO shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 5. Members are those who abide by these bylaws, including honorary members.

Section 6. The privilege of holding office, introducing motions, debating, and voting shall be limited to members of the organization.

ARTICLE VI – MEMBERSHIP LISTS

The PTO's Membership list is for the use of the PTO only and cannot be used for the promotion of any activity unrelated to the PTO. It shall not be used by PTO members or other

individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the PTO's membership list is not allowed without the express consent of the Executive Board.

ARTICLE VII – DUES

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

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

Section 3. In accordance with the PTOC policy, a portion (determined by PTOC) of the PTO dues shall be paid each year as dues to the PTOC by September 30th.

Section 4. All PTO Executive Board members, as well as special and standing committee members, other than teachers, if appropriate, must be paid members of the PTO for the year in which they are serving.

ARTICLE VIII – EXECUTIVE BOARD AND ITS DUTIES

Section 1.

A. The Executive Board Officers shall consist of, but not be limited to, the following roles: President(s), Vice President(s), Treasurer(s), Secretaries (Recording and Communications), and Past Presidents (if Past President is willing to serve). Each role may be shared by up to two (2) individuals working in collaboration, but no role shall have more than two (2) people at a time.

B. The position of Secretary may be divided between a Recording Secretary and a Communications Secretary. If the Secretary position is divided into a Recording Secretary and a Communications Secretary, there shall be no more than one (1) individual in each of these roles, ensuring a total of only two (2) secretaries on the Executive Board.

C. Officers will be grade-level liaisons and committee chairpersons as needed.

D. Officers must have, and maintain access to, the PTO email account and a shared file storage location where PTO records are kept. To ensure continuity of access, outgoing officers are responsible for transferring all necessary access credentials and records to incoming officers prior to the end of their term. This transfer process should be completed in a timely manner to prevent any disruption in the PTO's operations.

E. Officers must attend, or contribute to, a majority of the PTO General Meetings and Executive Board Meetings during their active term.

Section 2. Duties of the Executive Board shall be:

A. To attend a majority of regularly scheduled meetings of the Executive Board during their active term.

B. To submit for approval and adoption, by the general membership, a budget for the fiscal year.

C. To transact necessary business and any referred business by the organization in the intervals between organization meetings, including authorizing non-budgeted expenditures up

to \$350.00 by a simple majority vote.

- D. To approve routine bills within the limits of the budget.
- E. To create standing committees and appoint their chairpersons.
- F. To review, approve, and act upon plans of the standing committees.
- G. To present a report at the regular meetings of the organization.
- H. To maintain a separate Conant PTO Policy Handbook as referenced in Section 6 of Article IV.
- I. To provide representation from Conant Elementary School to any district level committees (PTOC events, BHAC, etc.).

Section 3. Executive Board Meetings

- A. Regular meetings of the executive board shall be held monthly during the school year.
- B. Additional meetings of the Executive Board may be called by the President or by a majority of the Executive Board. The purpose of the meeting shall be stated in a notice of said meeting.
- C. Each individual Executive Board member shall have (1) vote. All votes must be cast in person or by phone/video call/etc.
- D. A majority of executive board members constitutes a quorum. The presiding officer shall not vote except in the case of a deadlock.

Section 4. Budget Committee

- A. The Budget Committee shall consist of at least three people drawn from the following positions: the President(s), Vice President(s), Treasurer(s), and Past-President(s).
- B. The Budget Committee shall review the previous year's budget and develop a proposed budget for the following year (October 1 through September 30). The proposed budget shall be presented to the PTO for approval at the beginning of the school year. Any expenditure not approved in the current budget shall be voted on and approved by a simple majority of the members at monthly meetings.

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

- A. The President(s) shall: preside at all meetings of the PTO and of the executive board; call special meetings; set meeting times; appoint special committees; serve on the Budget Committee; perform such duties as may be prescribed in these bylaws and PTO policies or assigned to him/her/them by the executive board; coordinate the work of the officers and committees to promote the objectives of the PTO; and attend monthly PTO Council meetings.. The President(s) shall serve as the primary contact for the principal of Conant Elementary School and will meet quarterly, and more as needed, with the principal to apprise him/her of PTO Executive Board business. The President may sign orders drawn on the treasury, if needed. The President shall represent the PTO at meetings outside the PTO, serve as an ex-officio member of all committees and

coordinate the work of all the officers and committees in order that the purpose of the PTO is served. The President shall distribute a copy of the current bylaws to the Executive Board at the commencement of every school year. The President and/or Communication Secretary shall also provide PTO updates, as needed, to school personnel for inclusion in school email broadcasts.

B. The Vice President(s) shall: support the PTO President(s) in all aspects, step in during the President(s)' absence, and contribute to the strategic planning and overall success of the PTO.

C. The Recording Secretary (if established, otherwise the Secretary) shall: keep an accurate record of all meetings of the PTO, and at PTO Executive Board meetings; have a copy of the approved bylaws; perform such duties as may be delegated to him/her; prepare typed minutes of all regular meetings, publish the minutes to a location that has been agreed to by the Executive Board no more than 5 days after the meeting, and present minutes to the membership for approval at each regular meeting.

D. The Communications Secretary (if established, otherwise the Secretary) shall: facilitate communications as requested by the President(s) and be a liaison for communication to the members and the surrounding communities. The Communications Secretary shall be responsible for digital communications including but not limited to website, email and social media updates. The Communications Secretary shall maintain a list of members for communications.

E. The Treasurer(s) shall: have custody of all funds of the organization; collect all dues and receive all monies of the organization; keep an accurate record of receipts and disbursements of the PTO; serve on the Budget Committee; and prepare a report for each PTO meeting. Reimbursements and expenses shall be paid out in a timely manner in accordance with the budget. The Treasurer(s) shall maintain a membership list of all families that are members. The Treasurer(s) shall advise all committees of their respective budgets and the best practices for all permissible methods of expenditure and reimbursement.

F. The Past President(s) shall have the option to act as advisor(s) to the Executive Board, may attend monthly General PTOC meetings and may serve on the Budget Committee. The Past President has voting privileges. The Past President(s) shall retain this position, including voting privileges, until a new Executive Board is elected and a new Past President assumes the role.

G. Teacher Representative. The teacher representative is an appointed position provided by the Principal. The teacher representative may serve as a liaison between parents and teachers, attend general membership meetings, and remain available for counsel. This title may be held by more than one staff member based on availability.

ARTICLE IX - CONDUCT AND REMOVAL OF BOARD MEMBERS

Section 1. Code of Conduct. Board members are expected to uphold the highest standards of integrity and ethical behavior. They shall:

- A. Act in the best interests of the PTO, its mission, and Conant Elementary School.
- B. Maintain confidentiality of sensitive information.
- C. Avoid and disclose conflicts of interest, outlined in more detail under Article XIV – Conflicts of Interest of these Bylaws.

- D. Treat fellow members, staff, and the community with respect and professionalism.

Section 2. Grounds for Removal. A Board member may be removed for conduct detrimental to the PTO or Conant Elementary School, including but not limited to:

- A. Violation of the Code of Conduct.
- B. Failure to fulfill duties and responsibilities.
- C. Engaging in illegal or unethical activities.
- D. Actions that harm the reputation or functioning of the PTO or Conant Elementary School.

Section 3. Removal process.

1. Initiation: To propose the removal of a member, a petition must be signed by at least 10% of the PTO's membership. The petition should be submitted either electronically or in paper form to the PTO's official email address, with a copy sent to Conant's current Principal.
2. Notice: The Board member in question shall be given written notice, delivered via email or paper, regarding the proposed consideration of their removal. This notice must detail the specific reasons for the proposal and be issued by the President. If the President is the subject of the removal proposal, the notice shall instead be provided by the Recording Secretary. The notice must be sent at least 14 calendar days prior to the special meeting at which the vote will take place.
3. Hearing: A neutral representative from the PTOC will oversee and moderate the hearing for the consideration of removal. The Board member in question shall have the opportunity to address the members and present any relevant information or defense at a special meeting called for this purpose.
4. Vote: A two-thirds majority vote is required for removal and must be conducted by private ballot. Only members physically present at the special meeting are eligible to vote, as remote voting is not permitted for removal hearings.
5. Outcome: The outcome of the vote is final and shall be communicated in writing to the Board member in question. No appeals are permitted. Upon removal, the Board member is permanently barred from serving on the Conant PTO Executive Board in any capacity.

ARTICLE X – GENERAL MEETINGS

Section 1. A minimum of six (6) general meetings of the organization shall be held during the school year. Meetings may be attended in-person or electronically upon reasonable request to the Executive Board. Dates of the meetings shall be determined by the Executive Board and announced no later than the first general membership meeting of the school year.

Section 2. The annual meeting for Executive Board appointment approval shall be held each year in April or May, or at such other times as necessary to fill any vacancies on the Executive Board.

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

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

1. Call to Order
2. Approval of Minutes
3. Statement of Treasurer
4. Reading of Communications
5. Reports
 - a. Principal's Report
 - b. President's Report
 - c. Standing Committees' Reports
 - d. Special Committees' Reports
6. Unfinished Business
7. New Business
8. Announcements
9. Adjournment

Section 5. In a general meeting, each family is entitled to one (1) vote, applicable to both the general membership and the Executive Board. Each member must be present at the time of the meeting to vote, either in person or through an approved electronic voting method.

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

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

ARTICLE XI – NOMINATIONS AND APPOINTMENT OF THE EXECUTIVE BOARD

Section 1. Nominations

A. Each January, the PTO will select a nominating committee consisting of one officer and up to two (2) general members.

B. The nominating committee shall present the slate of nominees no later than the April meeting.

C. The nominating committee shall recommend at least one (1) nominee for each office. The consent of all nominees shall be secured prior to the April meeting.

D. At the April meeting, following the report of the nominating committee, there

shall be an opportunity for additional nominations, including self-nominations, from the floor.

Section 2. Elections

A. The officers shall be elected annually, no later than the May general membership meeting.

B. The officers shall be elected by ballot. However, if there is only one nominee for each office, the election may be by voice vote.

C. A simple majority vote of the members present at the time of the meeting, either in person or through an approved electronic voting method (if such technology permits anonymity), shall elect.

Section 3. The newly elected officers will have the opportunity to serve in tandem with the current board, beginning with the May meeting. Their new term officially begins July 1 and ends on June 30 of the succeeding year.

Section 4. When a vacancy occurs on the Executive Board, the President, or in their absence, the Vice President or next highest-ranking Board Member, will present a nominee at the next regularly scheduled PTO meeting. The nominee will be confirmed by a simple majority vote of the members present, either in person or through an approved electronic voting method at the meeting.

Section 5. Term Limits.

A. All officers shall be elected to serve for a one (1) year term, subject to reelection each year.

B. No person shall serve more than two (2) terms in any one position.

ARTICLE XII – STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

A. Standing committees shall be created by the executive board to promote the objectives and interests of the organization. Standing Committees are permanent committees constituted to perform a continuing function and consist of members of the PTO.

B. The chairperson/co-chairperson(s) of each standing committee shall be approved by the executive board and their term will be for one (1) year, corresponding with the school's fiscal year.

C. The chairperson(s) of all standing committees shall present plans to the executive board for approval. The President shall present approved committee plans to school administration for final approval. No committee's work plan shall be undertaken without the approval of the President and final approval of school administration.

D. The chairperson(s) of all standing committees shall maintain comprehensive records of the year's responsibilities and activities and shall ensure these records are shared with the subsequent year's committee to facilitate a smooth transition.

- E. The President shall be an ex-officio member of all standing committees.
- F. Standing committees should not be created to perform tasks that fall within an assigned function of a board position.

Section 2. Special Committees

- A. Special committees shall be appointed by the President or executive board as deemed necessary to carry out the work of the organization.
- B. A special committee is created and appointed for a specific purpose and its existence shall end when its work is done and the final report is received.
- C. The President shall be an ex-officio member of all special committees.
- D. Special committees should not be created to perform tasks that fall within an assigned function of a standing committee or a board position.

ARTICLE XIII - FISCAL POLICIES

Section 1. The fiscal year of the PTO shall commence on July 1 of each calendar year and end on June 30 of the succeeding year.

Section 2. The Executive Board is authorized to select such banks or depositories as it shall deem proper for the PTO funds, ensuring that these selections are made without any conflicts of interest. Authorization on behalf of the PTO to sign bills, notes, receipts, checks, contracts and other documents and/or instruments shall be limited to the President(s), Vice President, and Treasurer(s).

Section 3. The books and accounts of the PTO shall be kept in accordance with generally accepted accounting principles, and for 7 years, which allows for compliance with IRS regulations and provides a sufficient period for any potential audits or reviews.

Section 4. Collection of payments for all PTO activities must be conducted through approved channels (not personal accounts) to ensure transparency and accurate financial management.

Section 5. The Executive Board shall abide by an Annual Expenditure Strategy. The Annual Expenditure Strategy shall outline how funds will be allocated to support the organization's mission while maintaining compliance with IRS guidelines. The purpose of this expenditure is to ensure that a significant portion of the funds raised by the PTO during the school year is allocated and utilized for the benefit of the school community during that same school year. The PTO shall allocate no less than 70% of the total funds raised within the fiscal year towards programs, events, and resources that directly benefit the students and the school community. The remaining amount of the funds may be allocated towards operational expenses, future projects, or as a reserve for unforeseen circumstances. The Treasurer, in collaboration with the Budget Committee, will draft the Annual Expenditure Strategy with input from, but not limited to, the PTO Executive Board, School Administration (as needed) and the General PTO Membership. The Budget Committee shall oversee the expenditure of these funds to ensure compliance with the Annual Expenditure Strategy.

Section 6. In the event of the dissolution of the PTO, all PTO funds should be used to pay any outstanding bills and with membership's approval, gifted for the benefit of the school. Any remaining funds and property beyond that must be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or the corresponding section of any future federal tax code, or

should be distributed to the federal government, or to a state or local government, for a public purpose, as voted on by a simple majority at a PTO meeting.

ARTICLE XIV – INDEMNIFICATION, REIMBURSEMENT AND INSURANCE

Section 1. Indemnification and Reimbursement

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

- (i) breach of the Executive Board Member's duty of loyalty to the organization or its members;
- (ii) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (iii) violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (iv) transaction from which the Executive Board Member derived an improper personal benefit;
- (v) an act or omission occurring before the formation of the PTO; or
- (vi) an act or omission that is grossly negligent.

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

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

Section 2. Insurance. The PTO shall have the power to purchase and maintain insurance to indemnify the PTO for any obligation or liability which it incurs as a result of its indemnification of any indemnified person pursuant to Section 1 of this Article, or to indemnify that person in instances in which they may be indemnified pursuant to Section 1 of this Article.

ARTICLE XV – CONFLICTS OF INTEREST

Section 1. Definitions.

A. "Interested Person." Any member of the Executive Board and any member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an "interested person."

B. “Financial Interest.” A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(a) An ownership or investment interest in any entity with which the PTO has a transaction or arrangement;

(b) A compensation arrangement with the PTO or with any entity or individual with which the Organization has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTO is negotiating a transaction or arrangement.

(d) An existing relationship, whether personal or professional, with any individual or entity engaged in business with the PTO.

Section 2. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial or personal interest and all material facts to the membership during a general or special PTO meeting.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the PTO meeting while the potential conflict of interest is discussed and voted upon. The members present (in-person or electronically) shall vote to determine whether a conflict of interest exists. If a conflict is identified, a disinterested person or committee shall be tasked with identifying an alternative transaction or arrangement. Should a more advantageous transaction or arrangement not be reasonably attainable under conditions that avoid a conflict of interest, the Executive Board shall, by a majority vote of the disinterested officers, determine whether the transaction or arrangement is in the PTO’s best interest, aligns with its purpose, and is fair and reasonable. Based on this determination, the Executive Board shall decide whether to proceed with the transaction or arrangement.

C. Violations of the Conflicts of Interest Policy.

(i) If the Executive Board or member(s) has reasonable cause to believe that any member of the Executive Board or any member of a committee with Board-delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after considering the member’s response and conducting any warranted investigation, the Board or committee determines that the member has failed to disclose an actual or potential conflict of interest, the Executive Board may appoint a special committee to further review the matter. This committee shall determine, via an appropriate process, the necessary course of action, including any disciplinary or corrective measures.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order” shall govern the conduct of all meetings, unless they conflict with the organization’s bylaws. In the event of a conflict, the provisions of these bylaws shall take precedence.

ARTICLE XVII – AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the organization by a 2/3 (two-thirds) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least seven (7) days prior to the meeting at which action is to be taken, and provided that the amendment is not in conflict with the constitution of the Bloomfield Hills PTO Council.

Section 2. The President shall appoint a Bylaws Committee to review and/or revise these Bylaws not less than once every four (4) years. Even if no changes are desired, the bylaws must receive a new revision year based on the year of review.

ARTICLE XVIII - ADOPTION OF BYLAWS

Section 1. These Bylaws were adopted by the Parent Teacher Organization of Conant Elementary School on **April 16, 2025** (original date), in line with the voting procedures outlined in the Bylaws, and replace any and all previous Bylaws of the PTO. These Bylaws become effective on **April 16, 2025** (effective date).

Section 2. Amendments or additional adoptions of these Bylaws shall state, as a section of the text of such changes or additions, the date of adoption. Such amendments shall take effect on the date specified in the amendment.

Section 3. These Bylaws were amended on _____ (revision date).