

**Bach Elementary School
Parent - Teacher Organization
(PTO)**

**Articles of Incorporation
&
BYLAWS**

Revised January 6, 2011

Bach Elementary School
PTO Articles of Incorporation and Bylaws
For a Non-profit Organization
Ratified June 3, 1999
Revised January 6, 2011

Articles of Incorporation

Pursuant to the provisions of Act 162, Public Acts of 1982,
The undersigned corporation executes the following Articles:

Article I. - NAME

The name of this organization shall be the Bach PTO.

Article II. - PURPOSE

The purpose shall be:

- (a) To promote the educational and emotional well-being of Bach School children.
- (b) To encourage closer cooperation and understanding among parents, staff and students of Bach School.
- (c) To represent Bach School parents and teachers to community and public school organizations.
- (d) To provide a forum for investigation and discussion of issues pertaining to the school and community and to engage in appropriate action on such issues.
- (e) To provide to the school appropriate services that would not otherwise be provided.
- (f) To do all things reasonably in furtherance of or incidental to the foregoing.

Article III. - ORGANIZATION

- (a) The corporation is organized upon a nonstock basis.
- (b) The description and value of real and personal property assets are "none."
- (c) The corporation is to be financed under the general plan of fundraising events and activities, gifts and grants.
- (d) The corporation is organized on a membership basis.

Article IV. - REGISTRATION

- (a) The address of the registered office is Bach Elementary School, 600 West Jefferson Street, Ann Arbor, MI 48103
- (b) The mailing address of the registered office is 600 W. Jefferson Street, Ann Arbor, MI 48103
- (c) The name of the resident agent at the registered office is Pat Borys, Secretary.

Article V. - LOCATION

The name and address of the incorporator is: Janice E. Weston, 821 W. Liberty Street, Ann Arbor, MI 48103.

Article VI. - POLICY & USE OF FUNDS

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(2) The organization shall promote the objective through an education program directed toward parents, teachers, and general public; and developed through conferences, committees, projects and programs.

(3) The organization shall be noncommercial, nonsectarian, and nonpartisan.

(4) The name of the organization or names of any members in their official capacities shall not be used in any connection with a commercial concern or for any purpose not appropriately related to promotion of the objective of the organization.

(5) No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(6) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: any organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c) (3) of such code.

Article VII. - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washtenaw County, Michigan, if the principal office of the corporation is located in the said county at the time of dissolution, to such organization or organizations, as the said Court shall determine.

Article VIII. - LIABILITY (CORPORATE)

The Corporation hereby assumes all liability to any person other than the Corporation, or its shareholders, or its members for all acts or omissions of a director who is a volunteer director as defined in the Michigan Nonprofit Corporation Act, incurred in the good faith performance of the Director's duties as such; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c) (3) of the Internal Revenue Code.

Article IX. - LIABILITY (PERSONAL)

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met: (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her activity. (b) The volunteer was acting in good faith. (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct. (d) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws. The provisions of this Article IX are intended to be in addition and supplemental to the provisions of Article VIII and shall not reduce any liability protection afforded volunteer directors by the said Article VIII under the laws of the State of Michigan.

BACH PTO Bylaws

Article I. - MEMBERSHIP AND VOTING

All parents and guardians, who have children in attendance at Bach School as well as teachers at Bach School, shall be members of the organization and shall be entitled to vote during meetings and for the election of officers. All officials of Bach School shall be ex-officio members without a vote.

Article II. - OFFICERS, PTO EXECUTIVE BOARD AND THEIR ELECTION

Section 1. The elected officers of this organization shall be the President, President-Elect, Secretary, Treasurer, Parent Coordinator, PTO Council Representative and Grade Representatives. All elected officials shall be members of the organization. More than one person may be elected to an office.

Section 2. The PTO Executive Board shall consist of elected officers (including the President) and one or two teacher representatives chosen by the Bach faculty. The Principal shall serve as an ex-officio member of the PTO Board. Each member of this board shall have one vote, except the Principal shall serve as an ex-officio without vote.

Section 3. The officers of the PTO Board shall assume their duties no later than July 1, and their duties shall continue until June 30 of the next year.

Section 4. A slate of candidates for the elected offices will be proposed by a Nominating Committee. The Nominating committee shall consist of five members, including the President, one other Board member, and three non-Board members selected by the President, representing as wide a geographic area of the Bach School District as possible.

Section 5. The Nominating Committee will solicit proposed candidates for elected officers from members of the PTO. In addition, the Nominating Committee may assist the President in recruiting members to serve as committee chairpersons and special events coordinators.

Section 6. Election of officers should occur at the May PTO meeting. Nominations from the floor, in addition to those candidates proposed by the Nominating Committee, shall be permitted.

Section 7. All officers shall be elected by a plurality of the votes of members present at the May PTO meeting.

Section 8. The duties of the officers shall be specified in the Bach School PTO Bylaws. Bach PTO Bylaws shall be adopted and amended by a 2/3 majority vote of the members present. Copies of the Bylaws shall be available upon request from the PTO President or Secretary.

Article II(a). - VACANCY or REMOVAL or RESIGNATION of OFFICER(S)

Section 1. In the event that any officer is prevented from serving for any reason during his/her term of office, the officer may present the executive board with their resignation. The vacancy shall be filled on an interim basis at the next regularly scheduled Board

meeting after notice of the vacancy is received, by 2/3 majority vote of Board members present. The vacancy will be officially filled at the next general or special PTO meeting by a plurality vote of members present.

Section 2. Any elected officer may be removed from office for misconduct, failure to perform the duties of his/her office or failure to attend two consecutive meetings of the board. Removal must be by 2/3 majority vote of Board members present. The vacancy shall be filled on an interim basis at the next regularly scheduled Board meeting, by 2/3 majority vote of Board members present.

Article III. - MEETINGS

PTO meetings will in general be held monthly during the months that school is in session. The PTO President shall prepare agendas for the meetings. In addition to those items of interest recommended by the PTO President, items will be included on the agenda if requested by a petition of ten percent of the membership. Items from any PTO member may also be included at the discretion of the President.

Article IV. - QUORUM

Those present at the meeting shall constitute a quorum for any general meeting.

Article V. - DUTIES of OFFICERS

Section 1. The President shall preside at all meetings (both Board and General), appoint all special committees, and act as an ex-officio member of all committees. The President shall be responsible for the development, planning and implementation of all PTO meetings and PTO-sponsored events. Presidential terms are unlimited providing no other candidate challenges this position.

Section 2. The Vice-President or Co-President shall perform all the duties of the President in the event of the absence, resignation, or inability of the President, and shall perform such other duties as may be assigned by the President or the Board. The Vice-President or Co-President can assume title and responsibilities of President in the following school year provided the current President does not elect to continue or no other candidate challenges this position.

Section 3. The Secretary shall keep records of all official meetings, be the custodian of all past records of the PTO, be responsible for all correspondence of the Board and of the PTO in general, and shall keep the minutes of each PTO meeting and distribute them prior to or during the next meeting.

Section 4. The Treasurer shall have custody of all funds, keep a financial record of all transactions, report quarterly, and pay all bills authorized by the Board including disbursement of funds as authorized by quorum vote of members during general meetings. The Treasurer shall establish the initial PTO/School Year Budget based on review of past historical PTO data. The budget will be presented for approval by 2/3 majority vote of the October general PTO meeting. In addition, the Treasurer will file a tax report with the IRS each year. The Treasurer shall maintain all accounting of the BACH 5th Grade Account, kept independent from any transactions concerning the records of the BACH PTO Accounts.

Section 5. The Parent Coordinator shall act as a coordinator between the PTO Board, parents, and teachers of Bach School by recruiting Room Parents for each classroom, serving as general coordinator for the Room Parent Program throughout the year, and taking overall responsibility for functions such as the Room Parent/Teacher Tea. The Parent Coordinator, with the help of Room Parents and Grade Representatives, solicits parent volunteers for PTO-sponsored events.

Section 6. The PTO Council Representative shall be the official representative of the Bach PTO to the Council. The representative will attend each council meeting and report to the Board all matters that affect the Bach community.

Section 7. Grade Representatives shall represent the parents and guardians from each grade level of children attending Bach School at all Board meetings, shall attend all general meetings of the organization and shall perform such other duties as may be assigned by the President or the Board, shall coordinate and organize parent and teacher involvement of the school WISH TREE.

Section 8. Multicultural Outreach Representative The Multicultural Outreach Representative shall serve as a liaison to multilingual and international families at Bach School by identifying ways in which PTO events and communications could be more accessible to those families, recruiting multilingual and international parents/guardians to participate in and volunteer for PTO events, recruiting volunteers to assist in translation and dissemination of PTO materials, soliciting interpreters or translators for PTO events and meetings as needed.

Article VI. - PTO EXECUTIVE BOARD

Section 1. The purpose and duty of the PTO Executive Board shall be to establish and implement the specific policies of the organization within the framework of the Bylaws and in response to the general membership. In reference to the above, the Board shall: **1.** Transact necessary business of the organization including the collection and disbursement of funds. **2.** Establish committees and appointive positions as needed. **3.** Plan and schedule the general meetings of the organization and initiate such other activities as will ensure that the general membership is fully informed of and involved in PTO concerns. **4.** Serve as an advisory committee to the Principal and staff of the school. **5.** Make available to all members, at the first general meeting in September and at other times as requested, copies of these Bylaws. **6.** Establish such files and forms as will enable the PTO to fulfill its responsibilities and ensure the orderly transition of responsibility from one year to the next.

Section 2. The PTO Executive Board shall be comprised of the elected officers, the Principal, and a teacher representative. The position of teacher representative may be filled on a rotating basis. Each member shall have one vote on matters before the Board.

Section 3. Meetings of the PTO Executive Board shall be held on a monthly basis during the school year, in the school building, at a date and time to be set by the Board. Special meetings may be called by the President, the Principal, or any three members of the Board with reasonable notice given to all members. A simple majority of the members of the Board shall constitute a quorum. A simple majority vote shall prevail except as otherwise provided in the bylaws.

Article VII. - PTO COMMITTEES

Section 1. The PTO Board will designate specific committees as needed. Volunteers will serve as committee chair people and coordinators.

Section 2. PTO Committees will be responsible for documenting expenses and requesting specific funds at PTO meetings, will report their committee activities to the PTO in a timely manner, and will recruit and organize volunteers.

Section 3. The list of current committees, committee descriptions, and chair people will be updated annually and shall be made available upon request in the school office or from the PTO President.

Article VIII. - SCHOOL IMPROVEMENT TEAM (SIT)

The PTO will select its SIT Representatives during the PTO meeting in April. SIT members will be drawn at random from the list of those who have expressed interest in serving on the SIT. The PTO President, upon election, automatically becomes a member of the SIT.

Article IX. - AMENDMENTS

This constitution shall be amended at any meeting by a 2/3 vote of the members present. Amendments shall be proposed if recommended by the PTO Board or if submitted by a petition of 10% of the membership. All proposed amendments shall be submitted in writing to the membership at least ten days prior to the general meeting. Copies of the Constitution shall be available upon request in the school office or from the PTO President.

Article X. - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order (latest revision) shall govern this Organization except where they are superseded by these Bylaws.

Article XI. - EFFECTIVE DATE

These Bylaws shall become effective immediately upon ratification.

END