

**RESTATED  
BYLAWS  
OF  
ADAP.T.O., INC.**

1-19-09

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RESTATED  
BYLAWS  
OF  
ADA P.T.O., INC.

**ARTICLE I**

**NAME AND PURPOSES**

Section 1.1 Name. This corporation shall be known as Ada P.T.O., Inc.

Section 1.2 Purposes. The corporation is formed for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is specifically formed to provide funds, materials and services to supplement academic, athletic and artistic programs in Ada Elementary School.

The corporation may engage in any activity in connection with the above-stated purposes for which a non-profit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982, as amended. However, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of its officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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.

Section 1.3 Objectives. The Objectives of Ada P.T.O., Inc. shall be to promote the welfare of our children and to enrich their educational environment by:

- (a) bringing into closer relation the home and school;
- (b) providing school volunteer programs; and
- (c) participating in fundraising activities as determined by the PTO

board.

The objectives of the Ada P.T.O., Inc. are promoted through an educational program directed towards students, parents, faculty, staff and the general public; are developed through conferences, committees, projects and programs.

## ARTICLE II

### MEMBERS

Section 2.1 Criteria. Every individual who is a parent or legal guardian of a student at Ada Elementary School is considered a member of Ada, P.T.O., Inc. All Ada Elementary School faculty, whether employed full-time or part-time, are members of Ada P.T.O., Inc. Each individual corporation member shall be entitled to one vote at Ada P.T.O., Inc. member meetings.

Section 2.2 Annual Meeting. The annual meeting of the members of the corporation, for the election of directors and to transact such other business as may properly be brought before the meeting, shall be held in May at such date, time and place as determined by resolution of the board of directors. If the day set for the annual meeting falls on a legal holiday, then the meeting shall be held on the first day following which is a business day.

Section 2.3 Special Meetings. Special meetings of the members may be called by the president or the board of directors in writing, or at the request of not less than ten percent (10%) of all the members entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Special meetings shall be held at such time and date as may be designated by the president or the board of directors in the notice of the meeting. Business transacted at all special meetings shall be confined to the objects and the matters stated in the notice of the meeting, unless the majority of members that are present agree to the transaction of business relating to objects not stated in the notice of the meeting.

Section 2.4 Place of Meetings. All meetings of the members, whether annual meetings or special meetings, shall be held at such place or places, within or without the State of Michigan, as a majority of the board of directors may from time to time determine by resolution, or as set forth in a waiver signed by a majority of the members. Any member may participate electronically or via telephone conference if prior approval is obtained by a majority of the board of directors. Such participation shall be deemed participation in person.

Section 2.5 Notice of Meeting. At least seven (7) days but not more than sixty (60) days' notice of the purpose, place, day and hour of each meeting of the members, whether annual or special, shall be given by written notice served upon each member of record entitled to vote at the meeting. Service of notice shall be made via electronic transmission, facsimile, personally, or by mailing such notice, postage prepaid, plainly addressed to each member at the member's address as it appears on the books of the corporation. Personal notice includes delivery of the notice to the child beneficiaries of the organization who are directed to deliver the notice to the members. Notice by mail shall be deemed to be given at the time when the same has been deposited in the United States mail.

Section 2.6 Waiver of Notice. Notice of the time, place and purpose of any meeting of the members may be waived by telegram or any other writing either before or after such meeting has been held. If the majority of the members attending the meeting waive notice of the meeting, no notice of same shall be required. Whenever the members shall meet in person or by proxy, such meeting shall be valid for all purposes, without call or notice, provided, however, that the attendance of a member at a meeting shall not constitute a waiver of notice of such meeting where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member failing to designate the member's address to the secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the secretary.

Section 2.7 Quorum. Not less than nine (9) of the members, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation.

Section 2.8 Action by Consent. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if the majority of members entitled to vote thereon consent thereto in writing.

Section 2.9 Purchasing. No single purchase or commitment in excess of \$ \_\_\_\_\_ shall be made without the approval of the majority of the members present at a duly held meeting. The directors/officers have the authority to make individual purchases and commitments up to \$ \_\_\_\_\_.

### ARTICLE III

#### OFFICERS

Section 3.1 Officers. All officers and the principal of Ada Elementary School shall serve as directors of the corporation. The corporation shall have one (1) or more president, one (1) or more vice presidents, one (1) or more secretaries, a treasurer and such other officers as the members may elect or the directors may appoint. Any two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 3.2 Election. There shall be nominating committee consisting of three (3) to five (5) members, at least one of whom shall be selected by the board of directors at least one of whom shall be selected by the membership at a regular meeting before February 11. The nominating committee shall select its own chairperson immediately following the election. The nominating committee shall nominate one (1) or more members for each office and report its nominees at the regular meeting in March. Following the report from the nominating committee, the president that is running the March meeting shall take nominations from the floor. Only those consenting to serve shall be nominated or elected to office. The officers of the corporation shall be chosen annually by the slate provided by the nominating committee and those elected officers shall also serve as the board of directors. Each officer shall hold office until the officer's

successor shall have been duly elected and qualified, or until the officer's death, resignation or removal.

Section 3.3 Removal or Resignation. The board of directors may remove any officer only for cause. Any officer may resign from office at any time, such resignation to take effect upon receipt of written notice thereof by the corporation unless otherwise specified in the resignation.

Section 3.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of the office by the board of directors.

Section 3.5 President. The president(s) shall preside at all meetings of members and directors/officers and shall perform all other duties incident to the office or properly required from time to time by the board of directors including but not limited to:

- (a) Prepare the agenda;
- (b) Be a member ex-officio of all committees except the Committee on Nominations;
- (c) Perform such other duties as may be prescribed in these bylaws or assigned to the President by the association or by the executive board;
- (d) Coordinate the work of the officers and committees;
- (e) Prepare and submit an annual budget to the executive board for approval;
- (f) Co-sign on PTO bank accounts;
- (g) Approve non-budgeted PTO expenditures of \$100 or less without a general membership vote. Such disbursements must be reported at the next regular PTO meeting; and
- (h) Appoint the Committee Chairpersons, with the approval of the Board.

The president shall at all times be subject to the policies, control and direction of the board of directors.

Section 3.6 Vice President. The vice president(s), in the order designated by the board of directors, shall: exercise the functions of the president during the president's absence, disability or failure to act; coordinate and manage volunteer recruitment activities, and reserve meeting space for monthly corporation meetings. Each vice president shall have such powers and perform such duties as the board of directors shall assign from time to time. One or more of the Vice Presidents will be expected to assume the office of President in the following year.

Section 3.7 Secretary. The secretary shall: give notice of each meeting of the members, the board of directors or committees of the corporation as to which notice is required; record minutes of such meetings in books kept for that purpose; conduct the correspondence delegated to the officer; produce a monthly corporation (PTO) page in *Kid Bits*, have custody of the records of the corporation; and perform such other duties as may be specified from time to time by the board of directors.

Section 3.8 Treasurer. The treasurer(s) shall: have custody of the funds and other property of the corporation, including all committees; keep records of all property, receipts and disbursements of the corporation in financial books to be maintained for that purpose; present accurate financial statements at every corporation meeting; make a yearly report at the annual meeting; compile information and ensure that all federal and state tax filings, including sales tax filings are made; deposit all assets in the name and to the credit of the corporation with such depository or depositories as shall be designated by the board of directors; disburse the funds of the corporation in accord with the approved budget; have all corporation checks signed by two (2) persons, the treasurer and the president (upon the absence of the president/vice president may sign); and render to the directors such reports as they shall prescribe. The treasurer shall perform such other duties as may be specified from time to time by the board of directors.

Section 3.9 Other Officers. All other officers, as may from time to time be appointed by the members of the board of directors pursuant to this Article, shall perform such duties and exercise such authority as the members of the board of directors shall prescribe.

Section 3.10 Absence of Officer. In the case of the absence of any officer, or for any other reason that the board may deem sufficient, the board may delegate from time to time the powers or duties of such officer to any other officer or to any director.

Section 3.11 Other Officer Responsibilities. The board of directors shall have the Treasurer's accounts examined annually by an auditor or an auditing committee of not less than three members, who shall confirm that the Treasurer's annual report is correct and shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the executive board at least two weeks before the annual meeting. All officers shall deliver to their successor all official material not later than ten (10) days following the expiration of their term of office.

## ARTICLE IV

### DIRECTORS

Section 4.1 Powers. The affairs of the corporation shall be managed by the board of directors subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws and the laws of the State of Michigan. The board of directors shall meet monthly during the school year prior to the regular meetings of the corporation, and is empowered on behalf of the corporation to do and perform all acts reasonably necessary, appropriate or incident to the accomplishment of the purposes of the corporation, as determined by the board of directors in their sole discretion. The board of directors is specifically authorized to approve and submit



to the membership its annual budget for the corporation and to create and dissolve standing committees, as well as to appoint the chairpersons of such committees, as is necessary to promote the objectives and carry on the work of the corporation. (No person shall serve as a chairperson of any standing committee for more than three (3) consecutive annual terms.) Such standing committees shall report to the board of directors and shall prepare and present a final report at the time they complete their function at the next membership meeting.

Section 4.2 Number of Directors. The board of directors shall be composed of not less than three (3) members and not more than fifteen (15) members and shall consist of all of the elected officers of the corporation.

Section 4.3 Vacancies. In the event any vacancy shall occur on the board of directors because of death, resignation, removal, incapacity to act, or disqualification of a director, the remaining directors/officers shall immediately appoint a new director/officer for the former director/officer and the appointed director/officer shall fill the unexpired term of the former director/officer.

Section 4.4 Regular Meetings. Regular meetings of the board of directors of the corporation shall be held at such time and place as the board of directors may designate, or in the absence of designation by the board, as the president shall designate.

Section 4.5 Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be held whenever called by the president or vice president of the corporation when requested by any two (2) directors/officers. The secretary or any other officer designated by the president or vice president shall notify the directors/officers of the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 4.6 Place of Meetings. Meetings of the board of directors shall be held at any place within or outside the State of Michigan, which may be designated from time to time by resolution of the board. Board members may participate electronically or via telephone conference up on prior approval of the majority of the board members. Such participation shall be deemed participation in person.

Section 4.7 Notices. No notice of regular meetings of the board of directors shall be required. At least five (5) days' notice of the place, day and hour of any special meeting of the board of directors shall be given by written or printed notice served upon each director/officer. Service of notice may be made personally, by electronic transmission, by facsimile, by telephone, by "kidmail," or by mailing such notice, postage prepaid, plainly addressed to the director/officer at the director's/officer's last known post office address. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully paid, plainly addressed to the director entitled to said notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice of such meeting.

Section 4.8 Waiver of Notice. Notice of the time, date and place of any special meeting of the board of directors may be waived by telegram or any other writing either before or after such meeting has been held. If all the directors/officers waive notice of the meeting, no

notice of the same shall be required. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting except where the director attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Any director/officer failing to designate his or her address to the secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the secretary.

Section 4.9 Action Without Meeting. Any action which may be taken at a meeting of the board of directors may be taken without a meeting if all the directors/officers shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors/officers.

Section 4.10 Quorum. A majority of the directors/officers in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors/officers present at a duly held meeting at which a quorum is present shall be the act or decision of the board of directors, unless a statute, the Articles of Incorporation or these Bylaws require a greater proportion.

Section 4.11 Organization. The president of the corporation, or in the president's absence, a vice president, or upon the absence of the president and vice president, a director/officer chosen by a majority of the directors/officers present, shall act as chairperson at every meeting of the board of directors. The secretary of the corporation, or in the secretary's absence, any person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

Section 4.12 Compensation. The directors/officers shall serve without compensation. Upon resolution of the board of directors, the directors/officers may receive reimbursement of expenses.

Section 4.13 Meeting by Telephone or Similar Equipment. Any member of the board of directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

## ARTICLE V

### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 5.1 Indemnification: Third Party Actions. The corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a

director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 5.2 Indemnification: Actions in the Right of the Corporation. The corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 5.3 Indemnification: Mandatory and Permissive Payments.

(a) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 5.1 or Section 5.2 of this Article, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

(b) An indemnification under Section 5.1 or Section 5.2 of this Article, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because that person has met the applicable

standard of conduct as set forth in either Section 5.1 or Section 5.2. That determination shall be made in any of the following ways:

(i) By majority vote of a quorum of the Board consisting of directors/officers who were not parties to the action, suit or proceeding,

(ii) If that quorum is not obtainable, then by a majority vote of a Committee of directors/officers who were not parties to the action, suit or proceeding (The Committee shall consist of not less than two (2) disinterested directors/officers.);or

(iii) By independent legal counsel in a written opinion.

(c) If a person is entitled to indemnification under Section 5.1 or Section 5.2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5.4 Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 5.1 or Section 5.2 of this Article may be paid by this corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5.5 Indemnification: Continuation of Right. The indemnification provided in Sections 5.1 through 5.4 of this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former director, officer, employee or agent who would have been entitled to indemnification.

Section 5.6 Indemnification: Rights Hereunder Not Exclusive. The indemnification or advancement of expenses provided in Sections 5.1 through 5.4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 5.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity

or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Sections 5.1 through 5.6 of this Article.

Section 5.8 Mergers. For purposes of this Article, references to the "corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

## ARTICLE VI

### FINANCES

Section 6.1 Funds. It shall be the duty of the board of directors to provide adequate funds for the operations of the corporation by means consistent with the tax exempt status of the corporation.

Section 6.2 Depositories. The treasurer, or authorized designee, shall invest or deposit all funds of the corporation as directed by the board of directors.

Section 6.3 Expenses. All proper expenses of the corporation are subject to the approval of the board of directors. Upon such approval, the expenses shall be paid from the funds of the corporation.

Section 6.4 Assets. The assets received by the corporation shall be used only for the purposes of the corporation.

Section 6.5 Corporate Administration. The board of directors shall have the power to employ suitable custodians, accountants, counsel, administrative staff and agents and to pay their reasonable expenses and compensation.

Section 6.6 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 6.7 Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation by such officer or officers or agent or agents as the board of directors shall from time to time designate for that purpose.

## ARTICLE VII

### AMENDMENTS

These Bylaws may be amended by vote of not less than a majority of the directors/officers then holding office at any duly constituted meeting of the board of directors,

provided that the substance of the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

**ARTICLE VIII**

**DISSOLUTION**

Section 8.1 Discretionary Dissolution of Corporation. The corporation may be dissolved by the members or board of directors as provided by law.

Section 8.2 Distribution of Assets. Upon dissolution of the corporation, the directors/officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to organizations chosen by the directors/officers which are tax exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IX**

**REFERENCE TO INTERNAL  
REVENUE CODE**

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

**CERTIFICATE**

I, \_\_\_\_\_, Secretary of Ada P.T.O., Inc. hereby certify that the above Restated Bylaws were duly adopted by the Board of Directors on the \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

By: \_\_\_\_\_  
\_\_\_\_\_, Secretary  
[Print Name]