

GROSSE POINTE NORTH HIGH SCHOOL PARENTS CLUB

BYLAWS

(A Michigan Nonprofit Corporation)

EIN: 38-2113476

ARTICLE I

Members

Section 1. Members. The Corporation is organized on a membership basis. Any parent or guardian of a student attending Grosse Pointe North High School may become an active member of the corporation upon payment of dues for the current year, as fixed by the Board of Directors from time to time.

Section 2. Meetings. Meetings of members may be called by the Board from time to time and will be called at the request in writing, including electronic transmission, of at least two Members entitled to vote at the meeting. Any request for a special meeting must state the purpose or purposes of this proposed meeting of proposed meeting.

Section 3. Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing with time and place of all meetings of the Members will be given personally, by mail, or by electronic transmission not less than ten (10) days nor more than sixty (60) days before a regular meeting and not less than two (2) days before a special meeting. Notice of all regular and special meetings of the general membership may also be given through publication in the Grosse Pointe North High School newsletter. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Section 4. Quorum. The quorum requirement for a meeting of the Members shall be stated in the Articles of Incorporation. The Members present in person or by proxy at the meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 5. Conduct of Meetings. Meetings of the members will be presided over by the President, or in his/her absence, the Vice President, Recording Secretary or Social Media Secretary of the Corporation, or in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 6. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

Section 7. Ex-officio Advisors. The Corporation may have an ex-officio, non-voting advisors consisting of representatives from school administration, designated faculty, Student Association, and each of the grade levels, and other school faculty as deemed necessary by the Board from time to time.

ARTICLE III Meetings

Section 1. Annual Meeting. The annual meeting of the Board of Directors of the Corporation will be held at the principal office of the Corporation in the month of May each year, or at any other place and date as designated by the Directors for the purpose of electing Directors and officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. The Board will meet monthly during the school year at the call of the President.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President and will be called by the President, Vice President or Recording Secretary at the direction of not less than any three officers or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary and stated in the notice of meeting. Any request for a meeting by the officers must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given personally, by mail, or by electronic transmission to each Director not less than ten (10) days before a regular meeting and not less than two (2) days before a special meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Section 5. Quorum and Voting. A majority of all the Directors will constitute a quorum at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 6. Conduct at Meetings. Meetings of the Directors will be presided over by the President, by Chairperson or the Vice Chairperson. The Recording Secretary or Social Media Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Recording Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a prior notice and without a vote, if all of the Directors consent in writing, including by electronic transmission, to the action so taken. Written consents will be filed with the minutes of the proceedings by the Board of Directors.

Section 8. Participation by Remote Communication. A Director may participate in a meeting of Directors by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 9. Order. The order of a Board meeting shall be as follows, which may be modified by the Board from time to time as it deems necessary.

1. Call to order
2. Approval of minutes
3. Report of Student Representatives
4. Principal's Report
5. Treasurer's Report
6. Recording Secretary's Report
7. Social Media Secretary's Report
8. President's Report
9. Committee Reports
10. New business
11. Adjournment

Section 10. Scholarship and Enrichment Funds. The Board shall develop and monitor expenditures for scholarship and enrichment funds, to be administered and awarded in accordance with Board policy and these Bylaws.

ARTICLE IV Officers

Section 1. Election or Appointment. The Board of Directors will include a President, a Vice President, a Recording Secretary, a Social Media Secretary and a Treasurer of the Corporation as elected and voted on at each annual meeting. The same persons may hold two or more offices, but no officers will execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The regular term of office shall commence on July 1. The term of office for President and Vice President shall be one (1) year. All other officers shall be elected for a term of two (2) years. Any officer removed from office at any meeting of the Directors, with out without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgement the best interest of the Corporation will be served. No officer shall be eligible to hold the same position for more than two (2) consecutive terms. However,

for any position that is term limited, if no other candidates express interest in holding that office in the next term, the then current officer may retain his/her seat. Any part of a term in excess of one (1) year shall be considered a term in deciding the eligibility for re-election. Any officer may resign by written notice to the Corporation. The resignation will be effective upon the receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. The President. The President will be chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors and serve as ex-officio member of all committees. In the absence of the President or Vice-President, the Directors present at the meeting will designate another presiding officer. The President will execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person.

Section 4. The Vice President (President-Elect). The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of President and will perform any other duties prescribed by the Board of Directors or the President.

Section 5. The Recording Secretary. The Recording Secretary will attend all meetings of the Board of Directors and record the minutes of all proceedings either stored electronically or in a book to be kept for that purpose. The Recording Secretary shall conduct the correspondence of the Corporation and keep a record of all board matters as well as members' contact information.

Section 6. The Social Media Secretary. The Social Media Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Directors. In addition, all minutes will be posted to the Corporation's website.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Return of Corporation Property. All committee chairpersons, Directors and officers, upon retiring from office or at the end of a term of office, shall deliver to the President all record books, papers, or property belonging to the Corporation.

ARTICLE V Committees

Section 1. Board of Directors. The Board of Directors shall consist of the President, Vice President, Recording Secretary, Social Media Secretary and Treasurer. In addition, the Board of Directors may include other committee chairpersons, including, but not limited to

Beautification, Hospitality, Events, Membership, as determined by the Corporation's officers. The Board of Directors shall meet at the call of the President or any three (3) officers. The Corporation's officers may exercise all powers and authority in the management of the business and affairs of the Corporation, except that such will not have power or authority to

- A. Amend the Articles of Incorporation;
- B. Adopt an agreement of merger or consolidation;
- C. Recommend to Members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- D. Recommend to Members the dissolution of the Corporation or a revocation of a dissolution;
- E. Amend the Bylaws of the Corporation;
- F. Fill vacancies on the Board;
- G. Fix compensation of the Directors for serving on the Board or on a committee;
- H. Terminate membership.

Section 2. Scholarship Fund and Enrichment Grant Committee. The Board of Directors shall select the Scholarship Fund and Enrichment Grant Committee chairperson. The Scholarship Fund and Enrichment Grant Committee will be responsible for review of GPN Parents Club Applications for Grants and present these proposals for vote to the Board. Approval of Enrichment Grants shall be based on the mission statement of Grosse Pointe North Parents Club. The Chairperson shall select members to administer the application selection process of the Corporation's Scholarship Funds. Such committee members will be known only to the Board of Directors and the Chairperson of this committee for the purpose of preserving the confidentiality and integrity of the selection process. This Scholarship Selection Committee will be subject to the Corporation's conflict of interest policy set forth in these Bylaws.

Section 3. Fundraising Events. The Fundraising Events Committee shall be responsible for organizing events which aim to raise money for causes that further enhance the Corporation's mission. This committee shall also oversee events which aim to raise awareness of the Corporation. Expenditures of funds raised must be approved through voting of the Board of Directors.

Section 4. Membership Committee. The Membership Committee shall be responsible for enrolling duly qualified members of the Corporation.

Section 5. Beautification Committee. The Beautification Committee shall oversee both small and large-scale projects that enhance the appearance of Grosse Pointe North, its environment and/or its grounds. A separate line item will be maintained in the budget for such improvements. Expenditures must be approved through voting of the Board of Directors.

Section 6. Other Committees. The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Directors. The President may appoint the chairperson of all committees. The chairperson of a committee is required to report to the President or Vice President.

Section 7. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to

increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE VI Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney's fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit, or proceeding as provided by law), judgements, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Right to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VII Conflicts of Interest

Section 1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeing to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

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

ARTICLE VIII Miscellaneous

Section 1. Fiscal Year. The fiscal year shall be July 1 to June 30.

Section 2. Amendments. These bylaws may be amended or repealed by the affirmative vote of a majority of the Directors of the Corporation then in office or by two-thirds ($\frac{2}{3}$) vote of all members present and voting at a regular or special meeting of the members.

Section 3. Parliamentary Authority. Robert's Rules of Order Revised shall govern this Corporation to which they are applied and to the extent that they are not inconsistent with these Bylaws.

Adopted & Approved: April 1968
Revised & Approved: June 1970
Revised: February 1981 & Approved: May 1981
Revised & Approved: May 2012
Revised & Approved: October 2018

Articles of Incorporation:
https://cofs.lara.state.mi.us/CorpWeb/CorpSearch/CorpSummary.aspx?ID=800860739&SEARCH_TYPE=1

Robert Rules of Order Revised:
<https://meetingking.com/roberts-rules-of-order-and-meetingking/>