

**BYLAWS OF  
PARTNERS IN EDUCATION, INC.**

**ARTICLE 1  
OFFICES**

- 1.01 Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.
- 1.02 Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.

**ARTICLE II  
MISSION**

This Corporation was formed with the goal of achieving the following objectives: To promote the education and well-being of all children at home, in school, and in the community; to provide a discussion forum and to foster communication between and among parents, administrators, educators and the community; to enhance the educational facilities and opportunities for Delton Kellogg Elementary School students that is not otherwise provided for in school budgets; to promote volunteer programs and resources for Delton Kellogg Elementary School; to sponsor projects and events for the benefit of Delton Kellogg Elementary School students; and, to raise funds as required to fund all of the above objectives.

**ARTICLE III  
POLICIES**

- 3.01 Nonexempt Status.* This Corporation is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future relevant federal tax code (hereinafter “Internal Revenue Code.”)
- 3.02 Limitations.* This Corporation shall be a noncommercial, nonsectarian, and nonpartisan.
- 3.03 Use of Corporate Name.* Neither the Corporate name nor the names of members and/or officers in their official capacities shall be used to endorse or promote a commercial concern, a partisan interest or for any purpose not appropriately related to the promotion of the corporate mission and objectives.
- 3.04 Political participation.* The corporation shall not, directly or indirectly, participate or intervene in any manner, including but not limited to the publishing

or distribution of any statements in any political campaign on behalf of or in opposition to any candidate for public office or devote more than an insubstantial portion of its activities in attempting to influence legislation by propaganda or otherwise.

- 3.05 *Recognition of authority.* The Corporation shall work with the schools to provide quality education for all children and youth. The Corporation shall also seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education, state educational authorities, and local educational authorities.
- 3.06 *Prohibition of earnings distribution.* No portion of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, trustees, officers, or other private individuals except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II herein.
- 3.07 *Prohibited Activities.* Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities or permitted to be engaged in (i) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (ii) by an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 3.08 *Conduct of Meetings.* The corporate meetings shall be conducted in accordance with the current edition of *Roberts Rules of Order Newly Revised*.

**3.09** *Funds and Budget.*

- (a) Authorized signatures on corporate checks shall include the Treasurer (except when the Treasurer is the Payee) as well as one additional of the following officers: President, Vice-President or Secretary. The signor of any check cannot be the payee. In the case of reimbursement for the treasurer, the check must be signed by two board members.
- (b) Reimbursement from the corporation shall not take place without a completed reimbursement form and a receipt or invoice when applicable, stapled to the reimbursement form and submission to the Treasurer. If reimbursement is being made from an item not written in the budget, then two board members must sign the request form prior to making payment.
- (c) A minimum of Two Hundred Dollars (\$200.00) must remain in the Corporate bank account at all times.
- (d) At the conclusion of each school year, a minimum of One Thousand Five Hundred Dollars (\$1,500.00) must be left in the bank account for the upcoming school year.
- (e) All Corporate financial and other pertinent records shall be turned over within ten (10) business days from the summer meeting date. The incoming and

outgoing President and Treasurer must make themselves available to sign and record the transfer of bank accounts. Financial records include, but are not limited to, the following: bank account records; outstanding debt records; history of all transactions; receipts; and tax information. Other pertinent records include, but are not limited to, the following: date of contracted events; frequent contacts; willing volunteer contact information; sample forms and documents; and Corporate inventory.

(f) At the conclusion of an event where funds have been collected, a cash receipt slip shall be completed by two PIE, Inc. members, one of the members being a Board member, who have no familial relationship. Both members shall count the funds, then sign and date the slip confirming the amount of money for which they are accounting. One copy of the confirmation slip shall go to the President and the other shall be kept with the deposit slip by the Treasurer.

(g) Corporate funds shall be taken directly from the school to the bank for deposit. If the bank is not open, then funds shall be stored in the school safe.

(h) Any checks written to the Corporation returned for insufficient funds shall result in a phone call or letter to the payee regarding the following: The returned check; a repayment for the written amount, and the bank fees charged by the bank to the Corporation.

(i) A budget shall be determined by the PIE, Inc. Board prior to the first general meeting in September of each school year. The budget shall be discussed at the September meeting and must be approved at the October general meeting. All expenditures within the realm of the approved budget are considered authorized expenditures.

3.10 *Dissolution.* Upon dissolution of this Corporation, its remaining assets after payment or satisfaction of corporate debts shall be donated to the Delton Kellogg Elementary School. Pursuant to Section 922 of the Nonprofit Corporation Act, the Corporation must provide notice of its dissolution to the Attorney General within sixty days of automatic dissolution under section 922. Pursuant to Michigan law, a nonprofit corporation is automatically dissolved if it fails to file the annual report or pay the annual fee within two years of the due date of the report.

## **ARTICLE IV** **MEMBERS**

4.01 *Eligibility for Membership.* To be eligible for membership in the corporation, an individual must satisfy either of the following requirements, as well as sign a sign-up sheet for membership at a meeting:

- (a) Any parent, guardian, or other person standing “in loco parentis” or a direct relative of a child enrolled and attending Delton Kellogg Elementary School;
- (b) Any member of the Delton Kellogg School Board of Education;

- (c) any member of the staff employed by Delton Kellogg Elementary School;  
or
- (d) Any member of the Delton Kellogg Elementary School Community.

4.02 *Membership Dues.* There shall be no membership dues.

4.03 *Termination of Membership.* Membership may be terminated by the board of directors based upon the failure to satisfy the requirements of section 4.01 of this article.

4.04 *Annual Meeting.* The annual meeting of the members shall be held on the second Thursday of May at 6:00 p.m. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

4.05 *Regular Meetings.* The regular meetings of the Corporation shall be held on the second Thursday of the following months: September, October, November, December, January, February, March, and April. The regular meetings shall be held at 6:00 p.m. unless otherwise specified. There shall also be one summer meeting at a date and time to be determined by the board and membership during the May Annual meeting.

4.06 *Special Meetings.* Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

4.07 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

4.08 *Notice of Meetings.* Except as otherwise provided by a statute, written notice of the time and place of a general membership meeting, shall be given not less than 3 days prior to the scheduled meeting.

4.09 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

4.10 *List of Members.* The vice president of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or an adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and the prima facie evidence of the members entitled to examine the list or vote at the meeting.

- 4.11** *Quorum.* Unless a greater or lesser quorum is required by statute, three board members and two general members present in person or by proxy, shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 4.12 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
- 4.13** *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Any member shall have the privilege of making motions and serving on committees. Directors shall be elected by a plurality of votes cast at any election.
- 4.14 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 4.15 *Membership Year.* The membership year shall run from September 1<sup>st</sup> through August 31<sup>st</sup> of each year.

## **ARTICLE V**

### **BOARD**

- 5.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors, which shall consist of the officers of the corporation.
- 5.02 *Number.* Pursuant to Public Act 222 of 2008, effective July 16, 2008, there shall be not less than 4 nor more than 5 directors on the board as shall be fixed from time to time by the board of directors.
- 5.03 *Tenure.* Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

- 5.04 *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.06 of the bylaws.
- 5.05 *Removal.* Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.
- 5.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.
- 5.07 *Annual Meeting.* An annual meeting shall be held each year on the second Thursday of May.
- 5.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
- 5.09 *Special Meetings.* Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.
- 5.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
- 5.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 5.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 5.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

- 5.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors' consent to the action in writing or verbally to a second director. Written and verbal consents shall be documented and filed with the minutes of the board's proceeding.

## **ARTICLE VI** **COMMITTEES**

- 6.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

The committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, with respect to standard operating procedures approved by the board. However, no committee shall have the power to

- (a) Amend the articles of incorporation;
  - (b) Adopt an agreement of merger or consolidation;
  - (c) Amend the bylaws of the corporation;
  - (d) Fill vacancies on the board; or
  - (e) Fix compensation of the directors for serving on the board or on a committee.
  - (f) Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
  - (g) Recommend to the members a dissolution of the corporation nor a revocation of a dissolution; or
  - (h) Terminate memberships.
- 6.02 *Meetings.* Committees shall meet as directed by the board. Committees shall present a report to the board at each meeting if requested. Written reports are preferred, however not required. Committee reports will be documented and filed with the minutes of the board's proceeding.
- 6.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action the committee satisfies conditions stated in 5.14 of the bylaws.

**ARTICLE VII**  
**OFFICERS**

- 7.01 *Number.* The officers of the corporation shall be elected by the general membership at the annual meeting held in May by the members present using the ballot system. The term shall begin September 1<sup>st</sup> of that same year, unless elected earlier to fill a vacancy in office. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. There may also be a chairperson, co-vice presidents, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may not be held by the same person.
- 7.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice. The regular term of office shall be September 1<sup>st</sup> through August 31<sup>st</sup>.
- 7.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights. In addition, removal from office may occur by a majority vote of the Board for missing more than two consecutive Board meetings; failure to perform assigned duties; corruption; and/or any act that brings dishonor to the organization or negates the corporate objectives. No board member has the right to attempt to change the decision made by the majority of board members. If a board member intentionally refuses to acknowledge the decision of the board, then said refusal shall result in board removal of that officer.
- 7.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.
- 7.05 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge agents, or independent contractors and to determine their duties. The board shall fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation. The President shall preside at all meetings of the organization and coordinate the work of the officers and committees to attempt to ensure that the objectives and mission of the Corporation may be promoted.



- 7.06** *Vice President.* The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall act as an aid to the President and shall maintain a list of the voting members of the Corporation. The vice president shall perform all duties incident to the office.
- 7.07 *Chairperson.* The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or (their) duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.
- 7.08 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate record; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board. The secretary must have a copy of the bylaws at each meeting, as well as the minutes of the current school year meeting minutes at each meeting. The secretary shall also draft and send all correspondences as requested by the President.
- 7.09** *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and record of corporate receipts and disbursement; **(c)** deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) pay out funds in accordance with the bylaws and as directed by the Board; (e) complete all required corporate filings; (f) present a financial statement at Corporate meetings and at other times as may be requested by the board and make a full report at the conclusion of each school year; and (g) perform all duties incident to the office and other duties assigned by the president or the board. **(h)**
- 7.10 *Miscellaneous.* The officers shall perform the duties as outlined above as well as any other duties prescribed in these bylaws or as may be delegated to him or her and delivery to his or her successor all official material held by him or her at the conclusion of service of office.
- 7.11** *Election of Officers.* Corporate officers shall be elected in the following manner:  
(a) Nomination of the Board shall be taken at the April regular meeting;  
(b) Limitations on nominees: no limitation on number of terms;  
**(c)** Corporate board elections shall then take place at the Annual meeting held in May.  
(d) All votes shall be on written ballot;

(e) One past President or past board member, along with two other members who are not nominees, shall be designated by the board to be in charge of counting ballots; and

(f) The corporate secretary shall have a nomination form/letter available to all eligible members to increase the opportunity to nominate themselves or other qualified individuals as an officer and board member. Said nomination form/letter shall include the Corporate election day.

## **ARTICLE VIII**

### **CORPORATE DOCUMENT PROCEDURE and AUDITS**

8.01 *Corporate Document Procedure.* All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursement, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

8.02 *Audits.* A financial review committee shall be appointed and review the Corporate books annually, prior to turning over the books to the new Board. The committee shall consist of at least one other current member in good standing. The financial review committee may not include either the outgoing or incoming treasurer. This committee shall match a 4-6 month sampling of financial requests with every coordinating receipt and disbursement. The committee's report shall be submitted to the Board at the first regular meeting of the new school year in September. The committee shall be appointed by the President provided it has been approved by the Board.

## **ARTICLE IX**

### **INDEMNIFICATION**

9.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than any action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, agent of another foreign or domestic corporation, partnership, joint venture trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best

interest of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 9.02 *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fair and reasonably entitled to indemnification for the expenses which the court considers proper.
- 9.03 *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 9.01 or 9.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification proved by this article.
- 9.04 *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligation under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

- 9.05 *Determination That Indemnification is Proper.* Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. Such determination shall be made in any of the following ways:
- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
  - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
  - (c) By independent legal counsel in a written opinion.
  - (d) By the members.
- 9.06 *Proportionate Indemnity.* If a person is entitled to indemnification under sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expense, judgment, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 9.07 *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.01 or 9.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expense, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The understanding shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- 9.08 *Nonexclusivity of Rights.* The indemnification or advancement of expenses proved under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. 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.
- 9.09 *Indemnification of Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

- 9.10 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 9.11 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.
- 9.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such changes permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

## **ARTICLE X** **COMPENSATION**

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an agent or independent contractor, except as prohibited by these bylaws.

## **ARTICLE XI** **FISCAL YEAR**

The fiscal year of the corporation shall end on August 31<sup>st</sup>.

## **ARTICLE XII** **AMENDMENTS**

The bylaws may be amended at any regular meeting of the Corporation by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment has been given at the previous meeting in accordance with any notice requirement for such meeting of the board.

## **ARTICLE XIII** **SEVERABILITY**

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Adopted: \_\_\_\_\_, 2008

Partners in Education, Inc.

\_\_\_\_\_  
By:  
Its: \_\_\_\_\_

## APENDIX

1. Replace all instances of Delton Kellogg Elementary School to read Delton Kellogg Schools.
2. 3.09 (a) Authorized signatures on corporate checks over \$500.00 shall include the Treasurer (except when the Treasurer is the Payee) as well as one additional of the following officers: President, Vice-President or Secretary. The signor of any check cannot be the payee. In the case of reimbursement for the treasurer, the check must be signed by two board members. Bank statements mailed to the P.O. Box or available online are retrieved by a non-treasurer board member who shall review them regularly.
3. 3.09 (e) All Corporate financial and other pertinent records shall be turned over within ten (10) business days from the summer meeting date. The incoming and outgoing board members must make themselves available to sign and record the transfer of bank accounts. Financial records include, but are not limited to, the following: bank account records; outstanding debt records; history of all transactions; receipts; and tax information. Other pertinent records include, but are not limited to, the following: date of contracted events; account logins and passwords, frequent contacts; willing volunteer contact information; sample forms and documents; and Corporate inventory.
4. 3.09 (f) At the conclusion of an event where funds have been collected, a cash receipt slip shall be completed by two PIE, Inc. members, one of the members being a Board member, who have no familial relationship. Both members shall count the funds, then sign and date the slip confirming the amount of money for which they are accounting.
5. 3.09 (g) Corporate funds shall be taken directly from the ~~school~~ event to the bank for deposit.
6. 3.09 (i) A budget shall be determined by the PIE, Inc. Board prior to the first general meeting in September of each school year. The budget shall be approved at the September meeting. All expenditures within the realm of the approved budget are considered authorized expenditures.
7. *4.04 Annual Election Meeting.* The annual election meeting of the members shall be held at the May meeting.
8. *4.05 Regular Meetings.* The regular meetings of the Corporation shall be held once a month during the following months: September, October, November, December, January, February, March, and April. The regular meetings shall be held monthly unless otherwise specified. There shall also be one summer meeting at a date and time to be determined by the board and membership during the Election Meeting.

9. 4.10 *List of Members*. The board shall possess a complete list of the members entitled to vote at a membership meeting or an adjournment.
10. 4.11 *Quorum*. Unless a greater or lesser quorum is required by statute, three board members and two general members present in person or by proxy, shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present. A meeting may still be held without a quorum present, but no voting shall take place except for the adjournment.
11. 4.13 *Voting*. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Any member shall have the privilege of making motions and serving on committees. Directors shall be elected by a plurality of votes cast at any election. It is the member's responsibility, if not present, to cast their vote prior to the end of the meeting.
12. 5.07 This was eliminated from bylaws.
13. 7.06 *Vice President*. The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall act as an aid to the President. The vice president shall perform all duties incident to the office.
14. 7.09 (c) deposit moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board.
15. 7.09 (h) retain all financial records for a minimum of 3 years.
16. 7.11 (c) Corporate board elections shall then take place at the Election Meeting.
17. 7.11 (e) Two members who are not nominees, shall be designated by the board to be in charge of counting ballots; and