

BYLAWS

MOTHERS' CLUB OF GROSSE POINTE SOUTH HIGH SCHOOL

UPDATED AND APPROVED MAY 2017

ARTICLE I – PURPOSE

The purpose of the Mothers' Club of Grosse Pointe South High School is to enhance the educational and social environment of the South student body. This is accomplished by means of fundraising and endowments through various activities, monetary requests and in-kind donations. Support is distributed under three categories: enrichment, preservation and scholarship.

ARTICLE II – OFFICES

The principal office and business address of the Mothers' Club of Grosse Pointe South High School shall be Grosse Pointe South High School, 11 Grosse Pointe Boulevard, Grosse Pointe Farms, MI 48236, or such other place as determined by the Executive Board of Directors.

ARTICLE III – MEMBERSHIP

3.1 QUALIFICATION. This Corporation shall be organized upon a membership basis.

3.2 GENERAL MEMBERSHIP. A General Member shall be any parent or legal guardian having a student currently enrolled at Grosse Pointe South High School or those community members who have expressed interest in the Mothers' Club.

3.3 ACTIVE MEMBERSHIP. An Active Member shall be any General Member who has paid dues for the current school year. Each Active Member shall be entitled to all privileges of the Corporation, including the right to vote.

3.4 ALUMNI MEMBERSHIP. An Alumni Member shall be a former student of Grosse Pointe "South" High School or a parent or legal guardian of a former student of Grosse Pointe South High School. An Alumni Member shall pay dues and be entitled to all privileges of the Corporation, including the right to vote.

3.5 HONORARY MEMBERSHIP. Honorary Membership may be conferred by the Executive Board of Directors. To be eligible for Honorary Membership, the individual or group must have rendered long and exceptional service or demonstrated exceptional dedication to the Corporation. Honorary members shall be exempt from dues and shall have the rights and privileges of Active Members.

ARTICLE IV – EXECUTIVE BOARD OF DIRECTORS

4.1 BOARD MEMBERS. The Executive Board of Directors shall consist of nine (9) Officers, as designated in Article V section 5.1, and the immediate Past President. The Directors shall be elected by the Active Members at the Annual Meeting. No Active Member may serve on the Executive Board of Directors for more than three (3) consecutive years unless approved by a majority of the Executive Board.

4.2 GENERAL POWERS. The business, properties, and affairs of the Corporation shall be managed by the Executive Board of Directors.

4.3 ORGANIZATION. The President shall chair all meetings of the Executive Board. In the absence of the President, the President-Elect shall preside, and in the absence of both, a temporary Chair may be chosen by a majority of the Directors present. The Recording Secretary of the Corporation shall act as secretary at all meetings of the Executive Board, and in the absence of the Recording Secretary, the Corresponding Secretary shall act as secretary. In the absence of both, a temporary secretary may be chosen by the majority of the Directors present.

4.4 QUORUM. At every meeting of the Executive Board of Directors, a majority of the Directors shall constitute a quorum and the vote of the majority present shall be the act of the Executive Board.

4.5 VOTING. On any question on which the Executive Board shall vote, the names of those voting and their vote shall be entered into the minutes of the meeting when any Director so requests.

4.6 VACANCY. A vacancy occurring on the Executive Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. A Directorship may be filled by the Executive Board for the term of office remaining until the next election of Directors by the Active Members.

4.7 COMPENSATION. Directors shall serve without compensation, but may be reimbursed for expenses incurred in connection with service as a Director as may be determined by the Executive Board.

4.8 RESIGNATION. A Director may resign at any time, either by oral tender of resignation to the President, or by giving written notice to the Corporation. Any resignation shall be effective immediately, unless a certain date is specified for it to take effect.

4.9 ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Executive Board may be taken without a meeting if, before or after the action, all Directors consent in

writing. Written consent shall be filed with the minutes of the proceedings of the Executive Board. This written consent has the same effect as a vote of the Executive Board for all purposes.

ARTICLE V – OFFICER RESPONSIBILITIES

5.1 OFFICERS. The Corporation shall have a President, President-Elect, Vice President-Scholarship, Vice President-Enrichment, Vice President-Preservation, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer, all of whom shall be Officers of the Corporation. The Officers must be Active Members. At any given time, no Active Member may hold more than one of the offices set forth in this section.

5.2 TERMS OF OFFICE. The Corresponding Secretary, Recording Secretary, and Vice President-Preservation shall serve for two years or until a successor is elected. The Treasurer shall serve a two year term; the first term as Assistant Treasurer and the second as the Treasurer. The Vice President-Enrichment shall serve for two years, during the first year as Vice President-Enrichment; the following year shall immediately succeed to the office of Vice President- Scholarship. The President-Elect shall be elected to serve a term of three years; the first year as President-Elect; the following year as President; and the following year as Immediate Past President.

5.3 PRESIDENT. The President shall have supervision of the work of the Corporation; shall preside at all meetings of the Members and the Executive Board of Directors; shall appoint the chairs of the Advisory Board and any Ad Hoc committees, except for Scholarship, Enrichment, Preservation, and Nominating; shall appoint Representatives and be an ex-officio member of all committees of the Corporation. The President shall represent the Corporation or designate an alternate at any meeting or activity at which the Corporation's representation is requested. The President shall monitor the Scholarship, Enrichment, and Preservation Funds, and with the Treasurer, prepare a yearly budget for Executive Board approval. The President shall have charge of the Corporate Seal.

5.4 BOARD POLICIES. Each Officer is to assist the President in ensuring that policies of the Executive Board are carried out and assist in directing the functions and activities of all the other Officers and Members of the Corporation.

5.5 PRESIDENT-ELECT. The President-Elect shall assist the President with the duties of that office and shall preside at any meeting of the Members or the Executive Board of Directors in the absence of the President. In case of death, resignation, or removal of the President, the President-Elect shall succeed to the presidency for the remainder of the unexpired term. The successor to the President-Elect shall be appointed by the Nominating Committee only for the unexpired term. The President-Elect shall serve as the Executive Board liaison to the School Store and the website, communicating directly with the Mothers' Club web coordinator to ensure all pertinent information is provided to the webmaster on a timely and accurate basis, and any committee at the President's discretion. The President-Elect,

in cooperation with the President, shall arrange for the program for each General Meeting.

5.6 VICE PRESIDENT-SCHOLARSHIP. The Vice President-Scholarship shall serve as the Chair of the Scholarship Committee, working with the President, the Vice President-Enrichment, the Treasurer, and the recommendations of the Administration and Guidance Counselors of Grosse Pointe South High School. The Vice President-Scholarship shall administer the application process of awarding the scholarship money as determined by the Executive Board of Directors. This includes Mothers' Club scholarships, as well as scholarships from community groups and memorial scholarships when available.

5.7 VICE PRESIDENT-ENRICHMENT. The Vice President-Enrichment shall serve as Chair of Enrichment and shall be a member of the Scholarship Committee. The Vice President-Enrichment shall, with the recommendation of the Principal and the Executive Board, consider all requests by the School or its faculty for enrichment funds, and recommend disbursement of these funds for approval by the general membership.

5.8 VICE PRESIDENT-PRESERVATION. The Vice President-Preservation shall serve as Chair of the Preservation Committee and serve as the liaison between Preservation and the Executive Board of Directors. The Preservation Committee's goal is to maintain the historical integrity of Grosse Pointe South High School by identifying needed improvements and implementing them through cooperation with the School Administration and the Superintendent's office. Recommendations for disbursements of funds will be made by the Vice President-Preservation to the Executive Board for approval.

5.9 RECORDING SECRETARY. The Recording Secretary shall give notice of all meetings of the Members and the Executive Board of Directors and shall keep minutes of the proceedings at all meetings. The Recording Secretary shall keep an account of all books, documents, papers, and records of the Corporation except for those for which another Officer is responsible. The Recording Secretary shall keep on file all reports of Officers and Advisory Board Members.

5.10 CORRESPONDING SECRETARY. The Corresponding Secretary, in conjunction with the President, shall conduct the correspondence of the Corporation; serve as Historian; take minutes at all meetings in the absence of the Recording Secretary; and shall be responsible for the annual School Events Calendar and all online communication.

5.11 TREASURER. The Treasurer shall have the care and custody of all funds of the Corporation; shall deposit those funds in such banks, or other depositories as the Executive Board of Directors shall direct or approve. The Treasurer shall keep a full and accurate account of all monies received and paid on account of the Corporation and submit a statement of accounts whenever the Executive Board shall require. The Treasurer shall perform all necessary acts and duties in connection with the administration of the financial affairs of the Corporation, including preparation of a yearly budget, with the assistance of the President and President-Elect. The Treasurer

shall also be responsible for compiling and completing the necessary paperwork in a timely manner to all regulatory authorities. In addition, the Treasurer shall oversee the Scholarship and Preservation Funds. The Treasurer works closely with the Assistant Treasurer in performing the duties of this office. At the end of each Treasurer's term, the Executive Board may appoint an auditor to review the finances of the Corporation. In the absence of the Treasurer, the Assistant Treasurer shall be designated by the President to perform the duties of the Treasurer.

5.12 ASSISTANT TREASURER. The Assistant Treasurer shall serve the first year of a two-year term as an assistant to the Treasurer. The Assistant Treasurer shall share in the execution of all necessary acts and duties in connection with the administration of the financial affairs of the Corporation including preparation of a yearly budget, with the assistance of the President, President-Elect, and Treasurer. The Assistant Treasurer shares the responsibilities with the Treasurer of keeping a full and accurate account of all monies received and paid on account of the Corporation and will assume the full duties of Treasurer of the School Store. The second year of a two-year term, an Assistant Treasurer becomes the Treasurer and continues to work closely with the newly elected Assistant Treasurer.

5.13 IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as Chair of the Nominating Committee which will consist of the President, President Elect, and at least two and no more than four additional Active Members as appointed by the chair. The Nominating Committee shall submit a single slate of nominees drawn from the Advisory and/or Executive Board for Officers to the Executive Board for approval. Prior to the annual meeting, these nominees will then be announced to the General Membership. The election of Officers will be held at the spring annual meeting of the members. Yearly, the Immediate Past President, along with the Executive Board of Directors, will conduct a review of these Bylaws and propose any necessary revisions. The Immediate Past President shall also serve as class sponsor liaison to the Executive Board. The Immediate Past President is not an Officer of the Corporation, but is considered a Director.

5.14 REPORTS. All Officers and the Immediate Past President shall submit written reports in duplicate along with an electronic copy to the Recording Secretary by the annual meeting of the Members.

ARTICLE VI – ADVISORY BOARD

6.1 MEMBERSHIP. The members of the Advisory Board will be Active Members of the Mothers' Club and be appointed for a one year term by the President.

6.2 RESPONSIBILITIES. The Advisory Board members will serve as Chairs of their respective committees and the responsibilities of these appointees are as follows: a) to attend the general membership meetings b) to plan and execute all elements and details of

the event(s)/project for which they are responsible c) to notify the President of the Mothers' Club of all Committee meetings and to have all materials submitted for publication, proofread by the President d) to submit a detailed report in duplicate along with an electronic copy to the Recording Secretary upon completion of the event, including a timeline and budget.

6.3 STANDING COMMITTEES. The Standing Committees may consist of, but are not necessarily limited to: Alumni, Art Fest, Bi-Annual Awesome Auction, Cleminson Decorating, Class Sponsors, College Night/Spirit of Giving, Community Partnerships, Development, Directory, Faculty Events, Friend Raiser, Graduation/All Night Party, Girl's Night Out, High Pointes, Gardeners, Holiday Tea, Bi-Annual Holiday Lunch, Bi-Annual Holiday Walk, Homecoming, Hospitality, Mailing, Membership, Parent Principal Coffee, Publicity, Website, School Store, Spring Benefit, and Volunteers.

6.4 AD HOC COMMITTEES. The Executive Board of Directors is authorized to create any other committee deemed necessary to carry out the business of the Corporation for a particular year.

6.5 GUIDELINES FOR COMMITTEES. See the attached Guidelines for specific responsibilities for each of the Advisory Board Position. These guidelines are to be reviewed annually by the Executive Board and may be changed as necessary with a simple majority of the Active members present at a General Meeting.

ARTICLE VII – REPRESENTATIVES

7.1 APPOINTMENT. The President shall appoint Active Members of the Mothers' Club as a representative to the following: Alumni, Athletic Boosters, Grosse Pointe Board of Education, PTO Council; Band and Orchestra Boosters; and Choir Boosters.. Additional representation may be added upon school administrative discretion, or as deemed appropriate by the Executive Board of Directors of the Mothers' Club.

7.2 FACULTY REPRESENTATIVE. A member of the faculty or staff of Grosse Pointe South High School may be appointed by the Principal to be the designated faculty member to attend Mothers' Club meetings and act as liaison with other faculty members as needed.

7.3 REPORTING. All representatives shall attend meetings of their respective organizations and report at the General Membership Meetings. All representatives shall submit written annual reports in duplicate along with an electronic copy prior to the spring annual meeting.

ARTICLE VIII – MEETINGS AND QUORUM

8.1 ANNUAL MEETING. The annual meeting of the Membership of the Mothers' Club of Grosse Pointe South High School shall be held at the end of each school year at a time and place designated by the Executive Board of Directors. The purpose of the meeting

shall be to elect Officers for the following year and for the transaction of any other business as deemed necessary. All reports from Advisory Board Members, Representatives, and Executive Board Officers are due, in duplicate along with an electronic copy, prior to this meeting.

8.2 GENERAL MEMBERSHIP AND SPECIAL MEETINGS. The Corporation shall hold at least seven General Membership meetings each year, including the annual meeting, at a time and location to be determined by the Executive Board of Directors. Not less than seven days notice shall be given to each member of any meeting, and said notice shall include a notice of time and location of the meeting and its purpose. Special meetings may be called as needed by the President or other member of the Executive Board of Directors.

8.3 EXECUTIVE BOARD MEETINGS. Executive Board meetings are to be held at such time and place as determined by the Executive Board. The President may call additional Board meetings, giving not less than two days notice to the Executive Board.

8.4 COMMITTEE MEETINGS. Meetings of Committees shall be held at the principal office of the Corporation or at such place as the Chair of the Committee shall determine. Notice of any meeting of any Committee may be determined by the committee and the President of the Mothers' Club must be notified prior to the meeting.

8.5 QUORUM. At any General Membership meeting of the organization, the presence of fifteen (15) members shall constitute a quorum, and the majority vote at any meeting constitutes action of the members. At a meeting of the Executive Board, a majority of the Board members shall constitute a quorum and the vote of a majority of the Directors present shall be the act of the Board.

8.6 MEETINGS: All meetings of the corporation shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE IX – MISCELLANEOUS

9.1 FISCAL YEAR. The fiscal year of the Corporation will end on the last day of June.

9.2 EXECUTION OF CONTRACTS. The President, Recording Secretary, and the Treasurer shall each have general authority to execute contracts, bonds, deeds, and powers of attorney in the name of and on behalf of the Corporation. Any contract, bond, deed, or power of attorney may also be executed in the name of or on behalf of the Corporation by such other Officer or Active Member as deemed necessary by the Executive Board of Directors.

9.3 LIMITATIONS ON COMMITTEE AUTHORITY. No Committee shall have power or authority to amend the Articles of Incorporation; adopt an agreement of merger or consolidation; recommend the sale, lease, or exchange any of the Corporation's property

and assets; recommend dissolution of the Corporation or a revocation of dissolution; amend the Bylaws of the Corporation; or fill vacancies in the Board of Directors.

9.4 BYLAWS. Any amendment to the Bylaws or Articles of Incorporation shall first be presented to the Executive Board for its recommendation and then presented to the General Membership at the next meeting. The Active Members of this Corporation may amend, repeal, or adopt new Bylaws upon an affirmative vote of two-thirds of the Active Members present at a meeting where a quorum is attained. The proposed amendment, repeal or adoption must be given in writing or read to the members present at a meeting where a quorum was attained at least three (3) weeks before the vote is cast.

9.5 POLICIES. This Corporation shall be noncommercial, nonsectarian, and nonpartisan. It shall not endorse a commercial enterprise or a candidate. The Corporation shall seek neither to direct the administrative activities of the school nor to control its policies. This Corporation shall be financially independent and shall not seek donations or grants from persons or groups not having an immediate interest in the organization, nor shall the organization raise funds for any other purpose than for its own directly sponsored events.

9.6 DISSOLUTION. In the event of total and complete dissolution of the Mothers' Club of Grosse Pointe South High School, any and all funds held by the Mothers' Club shall immediately vest and revert to Grosse Pointe South High School.

9.7 INDEMNIFICATION. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Officer of the Corporation (and, to the extent provided in a resolution of the Executive Board or by contract, may indemnify any volunteer, employee, or agent of the Corporation) who was or is a party to or threatened to be made a party of any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a board member, officer, 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 fee (which expenses may be paid by the corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with 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 or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. This indemnification will continue as to a person who has ceased to be an 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 proved in a resolution of the executive board or in any contract between the corporation and the person. Any indemnification of a person was entitled to indemnification after such person ceased to be an officer, volunteer, or agent of the corporation will inure to the benefit of the heirs and personal representatives of that person.

9.8 SCHOLARSHIP APPLICATIONS. Family members of Scholarship Committee members, per Bylaw 5.6, are not eligible to participate in the annual Scholarship program. This includes Mothers' Club scholarships (merit and need-based), as well as scholarships from community groups and memorial scholarships which are administered via the Mothers' Club. Family Members include children, step-children or students whose legal guardian is an Active Scholarship Committee member.

CONFLICT OF INTEREST POLICY

The Mothers' Club of Grosse Pointe South High School (The "Corporation") strives to maintain the highest ethical standards in all policies, procedures and programs and to avoid any conflict of interest.

Conflicts of interest may be of varying forms or degrees and may be real or apparent. To address actual and potential conflicts of interest, the following procedures will be followed:

1. Disclosure. When a Director or an Officer is affiliated with an organization seeking to provide services, equipment or facilities to the Corporation, or when a Director 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, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.
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, although his or her presence 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 which should be included in the record of the meeting. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member(s) abstained from voting, whether his or her presence was counted in determining a quorum, and that comparability data was considered and used as a basis for making the decision. Where a Board member or Officer is affiliated with an organization seeking to provide services, equipment or facilities to the Corporation, the Board shall use reasonable efforts to ascertain that a more beneficial arrangement could not have been obtained.
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.

4. Duty of Good Faith. Board members and Officers shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they shall be held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained from their positions, in a way that a conflict may arise between their own personal interest and that of the Corporation.