



## GUARDIAN GUILD of LIVINGSTON CLASSICAL ACADEMY BYLAWS V7

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### ARTICLE 1. OFFICES, CORPORATE SEAL

#### **Section 1.01 Name**

The name of this organization is Guardian Guild of Livingston Classical Academy, which shall be commonly referred to hereafter as Guardian Guild or the corporation.

#### **Section 1.02 Registered Office**

Intent to incorporate. The Guardian Guild of Livingston Classical Academy shall be incorporated in the State of Michigan as a 501(c)(3) nonprofit corporation, with the registered office and official mailing address of the nonprofit corporation being the same as Livingston Classical Academy, whose address is currently 8877 Main Street, Whitmore Lake, MI 48189.

### ARTICLE 2. PURPOSE

#### **Section 2.01 Purpose**

The purpose of the Guardian Guild is to receive, acquire and administer funds and property and to enhance culture and community, in cooperation with, and as a supplement to, Livingston Classical Academy. By encouraging member involvement, the Guardian Guild seeks to increase mutual understanding and goodwill among all stakeholders associated with Livingston Classical Academy.

### ARTICLE 3. Executive Board

#### **Section 3.01 General Powers**

The property, affairs and business of the corporation shall be managed by the Executive Board, which consists of the officers (i.e. President, Vice President if any, Treasurer, and Secretary).

### **Section 3.02 Property**

No officers or committee chairmen shall have any right, title or interest in or to the property of the corporation.

### **Section 3.03 Qualification and Term of Office**

The direction and management of the operational affairs of the corporation shall be vested in the Executive Board which shall consist of the officers. Elected officers and committee chairmen of the Guardian Guild must be in good standing.

The Executive Board will accept nominations from Guardian Guild members for individuals under consideration for election to the officer positions of President, Vice President, Secretary and Treasurer for a term of two years. After all nominations have been made, the committee chairmen and current Executive Board present shall vote upon such nominations. The manner and method of voting and recording the vote shall be prescribed by the Executive Board. The designated number of persons among said nominees who shall receive the highest number of votes shall be declared elected to the respective officer position. No trustee shall be allowed to serve upon the Executive Board for a period in excess of four terms consisting of eight years of service. If any Executive Board member runs unopposed, election by acclamation is allowed. Committee Chairs shall be appointed annually by the President for a term of one year.

### **Section 3.04 Membership**

All parents and legal guardians of children currently enrolled in Livingston Classical Academy (LCA), as well as all teachers, staff and the Principal (and/or Assistant Principal) of Livingston Classical Academy are automatically members of the Guardian Guild upon enrollment or employment, in accordance with Michigan PTO and National PTO bylaws and shall be referred to hereafter as members. All LCA alumni, grandparents of current students, and community members are welcome to join as supporting members or volunteers, but they are not granted voting rights like officers and committee chairmen. Memberships carry no dues requirement and include the right to attend general meetings. Active members consist of parents who serve as committee chairmen, the Executive Board, and parents who attend the majority of the Guardian Guild meetings during the school year. If a parent becomes disruptive during a meeting, Robert's Rules of Order under Section 61 on discipline will be enforced to keep things orderly.

### **Section 3.05 Organization**

At each meeting of the Executive Board, the President of the corporation or, in his or her absence, the Vice President shall preside. In the absence of the Secretary, the presiding officer shall appoint the secretary of the meeting.

### **Section 3.06 Resignation**

Any officer of the corporation may resign at any time by giving a two-week written notice to the President or the Secretary of the corporation. The resignation of any officer shall take effect at the time therein: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Executive Board who is no longer eligible for membership is understood to have resigned their position concurrent with their change of membership status.

### **Section 3.07 Vacancies**

Any vacancy in the Executive Board caused by death, resignation, disqualification, removal or any other cause to serve shall be filled by majority vote of the Executive Board pending election by members within 60 days.

### **Section 3.08 Place of Meeting**

The Executive Board may hold its meeting at such a place or places, within the State of Michigan as it may choose.

### **Section 3.09 Regular Meetings**

Regular Meetings of the Executive Board shall be held at such time and place within or without the State of Michigan as the Board may determine by resolution adopted by a majority of the Executive Board. Members may attend.

### **Section 3.10 Special Meetings**

Special Meetings may be called by the President or by two or more of the officers. Notice of each such Special Meeting must be given 5 days in advance of the meeting date. The notice shall state the time and place of the meeting.

### **Section 3.11 Quorum**

Four voting officers and committee chairmen shall be required to constitute a quorum for the transaction of business at any Regular or Special Meeting.

### **Section 3.12 Voting**

Voting for budget policy and amendments and other items as deemed necessary may be conducted either in-person or via electronic communications at the President's discretion and must be completed within seventy-two hours, or less as determined by the president. Each committee gets one vote and an officer may not vote more than once. Items will be adopted

when vote is passed by a simple majority. Results will be announced at the following corporation meeting. In the event of a tie the President will be the deciding vote.

### **Section 3.13 Donations**

For amounts to be disbursed as charitable donations or grants to LCA, its staff or its students, the type of donation (cash or in-kind), method (cash, check, or debit), and documentation required shall be determined by the President or by simple majority vote of the Executive Board based on the amount as determined in the Annual Budget Review.

### **Section 3.14 Proxies**

Vice-chairs if deemed have proxy authority for their committee in the absence of the Committee Chair. No other proxies will be allowed.

## **ARTICLE 4. OFFICERS**

### **Section 4.01 Other Officers**

The officers of the corporation shall be a President, a Secretary and a Treasurer and if the Board shall so elect, one or more officers such as a Vice President and a Communications Chair and such other officers as may be appointed by the Executive Board. The LCA principal and a Teacher Liaison will serve as members. The Teacher Liaison, who shall be appointed by the Principal, will serve a one year term and can be appointed to serve multiple terms.

### **Section 4.02 President**

The President shall be the chief executive officer of the corporation and shall have general active management of the business of the corporation that includes: to serve as the key contact for Guardian Guild, and to recruit and appoint chairpersons for committees. He or she, when present, shall preside at all meetings of the officers. He or she shall see that all orders and resolutions of the Executive Board are carried into effect. He or she shall serve as one of two authorized signatures along with the Treasurer and Vice President for all checks and contracts. The President has the authority to approve unbudgeted items as preauthorized during the Executive Board's annual budget meeting. The President may delegate any duties not assigned elsewhere to other officers or members as the President determines are necessary or in the interests of the Guardian Guild. At the end of his or her term the President shall deliver to successor all books, papers, and correspondence pertaining to the office of the President.

### **Section 4.03 Vice President**

The Vice President, if any shall be elected, may have such powers and may perform such duties of the President in the absence or inability of the President to serve. The Vice President may assist the President with his or her duties should the President wish to delegate such duties. He

or she shall serve as one of two authorized signatures along with the Treasurer and President for all checks and contracts.

#### **Section 4.04 Treasurer**

The Treasurer must conduct an annual budget meeting prior to the end of the third month of each fiscal year. The Treasurer shall keep accurate accounts of all monies of the corporation received or dispersed. He or she shall deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as a majority of the whole Executive Board, by resolution, shall from time to time designate. He or she shall have power to endorse for deposit all notes, checks and drafts received by the corporation. He or she shall cause to be rendered to the President and officers, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the corporation, shall perform such other duties as may from time to time be prescribed by the Executive Boards or by the President and, in general shall perform all duties incident of the office of Treasurer such as in conjunction with the President, develop the annual budget before the first meeting of the new school year; prepare a year-end financial report by 30 days after fiscal year end; cause to be filed federal tax forms (Form 990, Form 990 EZ, or similar) as required by the IRS and submit in accordance with the filing deadline as required by the IRS; renew the incorporation of the corporation each year as required by the State of Michigan and bear responsibility for oversight of bank account.

#### **Section 4.05 Secretary**

The Secretary shall perform all duties incident to the office of Secretary. He or she, when present, shall be responsible for taking the minutes of the meetings of the Executive Board . The Secretary shall maintain all records of the corporation including but not limited to by-laws, minutes, and Policy and Procedures (P&Ps). Approved, amended or rescinded by-laws and P&Ps shall be signed by the Secretary and President and stored as permanent records. He or she, when directed to do so, shall cause proper notice of meetings of members and trustees. The Secretary may perform other such duties as may be prescribed by the Board of Trustees.

#### **Section 4.06 Principal**

He or she will serve as ex officio, advisory, non-voting member of the Executive Board. He or she will monitor the school needs as related to the purpose of the corporation and communicate those needs to the Executive Board.

#### **Section 4.07 Teacher Liaison**

The Teacher Liaison will facilitate communication among the Guardian Guild and the teachers. A willing teacher will be appointed annually by the Principal of Livingston Classical Academy and officially announced during a Guardian Guild meeting. The appointment may be done on a

rotating basis. He or she must be a current teacher and will serve as ex officio, advisory, non-voting member.

#### **Section 4.08 Student Liaison**

The Student Liaison will be appointed by the Student Council per their guidelines. He or she will serve as ex officio, advisory, non-voting member.

#### **Section 4.09 Other Officers**

The corporation may have such other officers and agents as may be deemed necessary by the Executive Board, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Executive Board.

### **ARTICLE 5. COMMITTEES**

#### **Section 5.01 Other Committees**

The Executive Board of the Guardian Guild may act through any other committees that are created by resolutions passed with a majority vote of elected officers and committee chairmen. Each such committee shall have duties and responsibilities as are granted to it by the Executive Board. Each such committee shall at all times be subject to the direction of the President.

#### **Section 5.02 Miscellaneous**

Active members of the Guardian Guild shall sit as chairperson of committees. Non-trustees and non-members may be established on committees of the Board. The structure, purpose and reason for the committee's existence may change from time to time to fit the goals and mission of the corporation.

#### **Section 5.03 Prohibited Activity**

The Guardian Guild shall not act as a pass-through organization, conduit, or intermediary for funds raised or received on behalf of individuals, or other organizations, or entities unless such funds directly advance the purposes of this organization as stated herein. All funds received shall be under the exclusive control of the corporation and used solely to further its mission and objectives.

### **ARTICLE 6. FISCAL YEAR, RECORDS**

#### **Section 6.01 Fiscal Year**

The fiscal year of the corporation shall end on June 30<sup>th</sup> of each year.

## **Section 6.02 Records**

The Executive Board shall cause to be kept records of all proceedings of officers and committees and such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

## **ARTICLE 7. DISSOLUTION**

The organization may be dissolved with previous notice (30 calendar days) and a two-thirds vote of the Executive Board at the meeting. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and spent for the benefit of Livingston Classical Academy.

## **ARTICLE 8. AMENDMENTS**

These bylaws may be amended at any regular or special meeting in person or via electronic communication. Advance notice will be given. Amendments will be approved by a two-thirds vote of the Board of Trustees and members present at the meeting.

## **ARTICLE 9. CODE OF ETHICS**

### **9.01 Photography**

The Guardian Guild will follow Livingston Classical Academy's volunteering policy during school hours, as found here: <https://livingstonclassicalacademy.org/volunteering/>. The Guardian Guild accepts liability that comes with publishing photographs during activities completed outside of school hours. Any concerns may be directed to the Guardian Guild President.

Effective: March 26, 2026, passed by vote of General Membership by a vote of \_\_12\_\_ to \_\_0\_\_ opposed.

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Laura Restum, President

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Sharelle Henle, Secretary