

BYLAWS
Central School Parent Teacher Organization of District 96
Riverside, Illinois

FORENOTES

The double-starred (**) areas are in conformity with the regulations of Section 501(c) (3) of the Internal Revenue Code and are required in the bylaws.

ARTICLE I

NAME

The name of this organization is the Central School Parent Teacher Organization (the “Central School PTO”) of District 96, Riverside, Illinois. It is a local, independent parent-teacher organization. These bylaws shall be deemed to be a part of the Articles of Organization. Central School PTO is incorporated under the laws of the State of Illinois.

ARTICLE II

****ARTICLES OF ORGANIZATION**

The Articles of Organization of Central School PTO include (a) the bylaws of such organization, and (b) the certificate of incorporation or the Articles of Incorporation of such organization (in cases in which the organization is a corporation) or the articles of association by whatever name (in cases in which the organization exists as an unincorporated association).

ARTICLE III

GENERAL PROVISIONS

Central School PTO shall have all of the general powers set forth in the provisions of the General Not for Profit Corporation Act of the State of Illinois, as amended, together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes; provided, however, that Central School PTO shall not have the power to engage in any activities which are not in furtherance of its Objects as set forth in ARTICLE IV. Central School PTO shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

ARTICLE IV

OBJECTS

Section 1

The Objects of the Central School PTO are:

- a. To make possible academic, cultural, and recreational opportunities which are otherwise beyond the means of the school district;
- b. To build a sense of community among parents, teachers and staff;
- c. To educate and support parents in their role as advocates for their child's education, and for the education of all children in the district;
- d. To facilitate communication between parents, school, and district.

Section 2

The Objects of Central School PTO are promoted through an educational program directed toward parents, teachers, and the general public; are developed through committees, projects, and programs; and are governed and qualified by the basic policies set forth in ARTICLE V.

****Section 3**

Central School PTO 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 federal tax code (hereinafter "Internal Revenue Code").

ARTICLE V

BASIC POLICIES

Section 1

The following are basic policies of Central School PTO:

- **a. Central School PTO shall be noncommercial, nonsectarian, and nonpartisan.
- **b. Central School PTO or its members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Objects of the organization.

****c.** Central School PTO or its members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

d. Central School PTO shall work with the schools to provide quality education for all children and youth and shall 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 boards of education, state education authorities, and local education authorities.

****e.** No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private individuals except that Central School PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE IV hereof.

****f.** Notwithstanding any other provision of these Articles, Central School PTO shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

****g.** Upon the dissolution of Central School PTO, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE VI

OFFICES

Central School PTO shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. Central School PTO may have other offices within or without the State as the Executive Board may from time to time determine.

ARTICLE VII

MEMBERSHIP

Section 1

Central School PTO shall make membership in Central School PTO available without regard to race, color, creed, or national origin.

Section 2

Central School PTO shall conduct an annual enrollment of members but may admit individuals to membership at any time.

Section 3

The membership year shall be July 1 through June 30. All Central Elementary School teachers, staff and parents of children attending Central School are automatically part of the Central School PTO general membership. No dues shall be charged for the privilege of being a member that year. Persons may hold membership in one (1) or more local PTO/PTA groups upon payment of all-inclusive dues as required by the bylaws of each local PTO/PTA group.

Section 4

Only members of Central School PTO may participate in the business of Central School PTO.

Section 5

The privilege of making motions and voting in Central School PTO shall be limited to members of Central School PTO.

Section 6

No person shall hold an elective or appointed position in Central School PTO who is not a member in good standing.

Section 7

Central School PTO may charge fees for items such as the District 96 School Calendar, Central School Student Directory or the Roadrunner yearbook to cover the costs of producing said items. The members of Central School PTO Executive Committee shall determine the amount of the fees.

Section 8

Members of Central School PTO are considered to be in good standing if they have paid all funds due to Central School PTO.

ARTICLE VIII

OFFICERS AND THEIR ELECTION

Section 1

Each officer or board member of Central School PTO shall be a member of Central School PTO.

Section 2

- a. The officers of Central School PTO shall be a president, two (2) first vice presidents, one (1) second vice president, one (1) third vice president, recording secretary, a treasurer, and a parliamentarian.
- b. Officers shall be elected by ballot annually in the month of April or May. However, if there is only one (1) candidate for any office, upon adoption of a motion from the floor, the election for that office (or offices) may be by voice.
- c. With the exception of the treasurer, officers shall assume their official duties at the installation luncheon meeting in May and shall serve for a term of one (1) year or until their successors are elected and assume their duties. The treasurer shall serve from July 1 until June 30 of the following year.
- d. A person shall not be eligible to serve more than two (2) consecutive terms as president or treasurer. Other officers may serve more than two consecutive terms.

Section 3

The members of the Nominating Committee for officers of Central School PTO shall be elected.

Section 4

- a. There shall be a Nominating Committee consisting of five (5) members, two (2) of whom shall be elected by the Executive Board from its body, and three (3) elected by Central School PTO at a regular meeting at least two (2) months prior to the election. There shall be one (1) alternate elected by the Executive Board and one (1) by the members of Central School PTO. The Nominating Committee shall choose its own Chairman.
- b. The Nominating Committee shall select one (1) nominee for each office to be filled and report at least thirty (30) days prior to the election meeting.
- c. During the election meeting, an opportunity shall be given for nominations from the floor.

- d. Only those who have consented to serve, if elected, shall be eligible for nomination either by the Nominating Committee or from the floor. No one may be eligible for election that has not been a member of Central School PTO for at least thirty (30) days.
- e. To be eligible to vote in any election a person must have been a member for at least thirty (30) days.

Section 5

In case a vacancy occurs in the office of president, one of the first vice presidents shall serve as president for the unexpired term. A vacancy occurring in any other office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board, notice of such election having been given.

ARTICLE IX

DUTIES OF OFFICERS

Section 1

The president shall:

- a. Preside at all meetings of Central School PTO, the Executive Board, and the Executive Committee;
- b. Be a member ex-officio of all committees except the Nominating Committee and, if authorized to sign checks, the Audit Committee;
- c. Sign all legal documents, including contracts;
- d. Confirm appointment of committee chairs;
- e. Be responsible for other duties as may be assigned him/her by the Central School PTO, the Executive Board, or the Executive Committee;
- f. Delegate the work of Central School PTO to other officers or chairmen as may be appropriate;
- g. Coordinate the work of the officers and committees in order that the Objects may be promoted;
- h. Appoint members to special committees.

Section 2

The first vice presidents shall:

- a. Solicit volunteers to serve as room parents;
- b. Coordinate the room parent folders and plan the annual Room Parent gathering;
- c. Assist the president in recruiting members and chairpersons for committees;

- d. Coordinate and distribute the folders to Committee Chairs
- e. Introduce new members at meetings and make visitors feel welcome;
- f. Assist the president and serve in his/her absence, as requested by the president or Executive Committee.

Section 3

The second vice president shall:

- a. Serve as chairperson of the Fundraising Committee;
- b. Coordinate the work of chairs of all fundraisers;
- c. Evaluate and make recommendations to the Board and the general membership for fundraisers.
- d. Serve as chairperson for the Philanthropy Committee;
- e. Report to the membership the recommendations of the Philanthropy Committee;
- f. Work with school staff to coordinate purchase of items approved by the Philanthropy Committee for which school personnel are responsible; and
- g. Order or purchase items, or arrange for contracts/services, to fulfill the approved philanthropy recommendations.

Section 4

The third vice president shall:

- a. Shall conduct an annual enrollment of members
- b. Maintain an accurate list of current PTO members who have paid fees for items provided by the Central School PTO such as the District 96 School Calendar, Central School Student Directory or otherwise offered by Central School PTO
- c. Distribute D96 School calendars and Central School Student directories
- d. Conduct correspondence of the organization as directed;
- e. Serve as Chairperson of the Gifts & Memorial Committee;
- f. Organize the annual officer installation luncheon;
- g. Perform the duties of the recording Secretary in the recording Secretary's absence;
- h. Perform such other duties as may be delegated.

Section 5

The recording secretary shall:

- a. Record the minutes of all meetings of Central School PTO, the Executive Board, and the Executive Committee;

- b. Have a current copy of the bylaws; Have a current membership list; Maintain permanent records;
- c. Perform such other duties as may be delegated.

Section 6

The treasurer shall:

- a. Receive all monies of Central School PTO and keep an accurate record of receipts and expenditures;
- b. Place all monies in a depository approved by the Executive Committee;
- c. Pay out funds in accordance with the budget approved by the membership, as demonstrated by supporting receipts provided to the treasurer with a request for payment or reimbursement. In addition to the Treasurer, the President and the Parliamentarian may sign checks. No officer may write a check for reimbursement to himself or herself or to a family member;
- d. Present a written financial statement at every meeting of the organization and at other times as requested by the Executive Board or Executive Committee, submitting a full annual report listing all expenditures in each category at the September meeting following the audit;
- e. Provide the checkbook, all bank statements, canceled and voided checks, deposit slips, treasurer's record book and receipt book, invoices and receipts for all disbursements to the Auditor at the close of the fiscal year;
- f. Be responsible for completion and filing of appropriate forms as may be required by Internal Revenue Service Regulations no later than the date established by the regulations. Alternatively, the IRS forms may be completed by an auditor hired to perform the annual audit;
- g. Maintain financial records for seven (7) fiscal years.

Section 7

The president from the prior school year usually fills the parliamentarian position. If the past president cannot fill this position, the parliamentarian duties should be filled with a member that has prior board and PTO experience.

The parliamentarian shall:

- a. Maintain a copy of the current bylaws;
- b. Revise the bylaws and standing rules as needed or as requested by the president;
- c. Provide parliamentary advice to the president, the Executive Board, and the Executive Committee as requested.

Section 8

All officers shall:

- a. Perform the duties prescribed in the parliamentary authority of Central School PTO in addition to those outlined in these bylaws and assigned from time to time;
- b. Deliver to their successors all official material within ten (10) days following the meeting at which their successors take office. In the case of the treasurer, all materials must be delivered by August 15, or upon completion of the audit.

ARTICLE X

MEETINGS

Section 1

Regularly scheduled meetings of Central School PTO shall be held at least seven (7) times during the school year. Dates of meetings shall be the first Tuesday of the month and will be published in the District 96 Calendar. Two (2) days notice shall be given of a change of date of any scheduled meeting.

Section 2

The September meeting of the Central School PTO will be considered the annual meeting.

Section 3

The Executive Committee with two (2) days notice may call special meetings.

****Section 4**

The bylaws of Central School PTO shall include a provision establishing a quorum.

Section 5

A quorum for the transaction of the business of Central School PTO shall consist of five (5) members, which includes at least two (2) officers.

Section 6

The bylaws of Central School PTO shall prohibit voting by proxy.

ARTICLE XI

EXECUTIVE BOARD

Section 1

Central School PTO shall establish an Executive Board.

Section 2

The Executive Board shall consist of the elected officers of Central School PTO and the chairpersons of the standing committees.

****Section 3**

A PTO member shall not serve as a voting member of Central School PTO's Executive Board while serving as a paid employee of, or under contract to, this PTO.

Section 4

Meetings of the Executive Board may be called by the president or by a quorum of the Executive Board provided that members receive two (2) days notice. A quorum of the Executive Board shall consist of five (5) members, including at least two (2) officers.

Section 5

Any appointed board member not performing duties as outlined in the bylaws or procedures may be removed by the affirmative vote of two-thirds (2/3) of the board members present and voting, prior notice having been given.

Section 6

The Executive Board shall, upon the recommendation of the Executive Committee, consider the removal of any officer not performing duties as outlined in the bylaws by an affirmative vote of two-thirds (2/3) of the board members present and voting, prior notice having been given.

ARTICLE XII

EXECUTIVE COMMITTEE

Section 1

The Executive Committee of Central School PTO shall consist of elected officers.

Section 2

Meetings shall be held once each month during the months that the regular membership meetings take place. Meetings may also be held at the call of the president or a majority of the Executive Committee. Two (2) days notice of a meeting must be given. A quorum of the Executive Committee shall be five (5) members.

Section 3

The Executive Committee shall:

- a. Transact necessary business of Central School PTO in the intervals between regular meetings and such other business as may be referred to it by this organization; however, no actions shall be in conflict with that taken by the voting body of Central School PTO or the Executive Board.
- b. Create standing committees as needed.
- c. Present reports and recommendations to the regular meeting of this organization.
- d. Appoint an Audit Committee as defined in Article XII, Section 5, if an Audit Committee is used.
- e. Appoint a Bylaws Committee as needed.

ARTICLE XIII

STANDING AND SPECIAL COMMITTEES

Section 1

Only members of Central School PTO in good standing shall be eligible to serve in any elective or appointive position, including serving as a committee chairperson or room parent.

Section 2

The Executive Committee shall create such standing committees, as it may deem necessary to promote the Objects and carry on the work of Central School PTO. The Chairmen of standing committees shall be selected by the president, in consultation with the first vice president(s), for a term of one (1) year.

Section 3

Committee chairpersons shall make reports after the conclusion of each event, or as requested by the Executive Committee.

Section 4

Central School PTO's financial records must be audited annually at the close of the fiscal year and upon a change of treasurer during the term of office.

Section 5

The Central School PTO Executive Committee shall select an Auditor to audit financial records at the close of the fiscal year. The Auditor cannot be a member of the Executive Committee. Alternatively, the Executive Board may appoint an auditing committee of at least three (3) members at least eight (8) weeks before the regular meeting in September. The Audit Committee shall examine the financial records and report its findings to the membership. Anyone authorized to sign checks is not eligible to audit the financial records.

Section 6

The following committees are created as Special Committees: Audit, Nominating, Bylaws, Budget, and Philanthropy.

- a. The Audit Committee shall be constituted as prescribed in Article XII, Section 5, if an Audit Committee is used
- b. The Nominating Committee shall be constituted as prescribed in Article VIII, Section 4.
- c. The Bylaws Committee shall be appointed, as needed, by the Executive Committee as prescribed in Article XII, Section 3.
- d. The Budget Committee shall consist of the president, the treasurer, the second vice president, the immediate past president, the immediate past treasurer, and two (2) members appointed by the president. The Budget Committee shall meet during the summer to formulate a budget for presentation to the membership at the September meeting. A majority of the members shall be required to conduct business.
- e. The Philanthropy Committee shall consist of the incoming president, the immediate past president, the incoming treasurer, the immediate past treasurer, the second vice president and two members appointed by the president. The second vice president shall serve as chairperson. The Philanthropy Committee shall meet in April to determine which philanthropic projects will be funded and in what amount. A majority of the members shall be required to conduct business. The Philanthropy Committee shall make recommendations for the expenditure of funds not obligated at the end of the fiscal year, excluding a \$600 carryover. The Philanthropy Committee will present its recommendations to the membership at the May meeting.
- f. The Executive Committee or the membership may create additional special committees as the need arises.

Section 7

The president shall be a member ex-officio of all standing committees except the Nominating Committee and, if the president is authorized to sign checks and if an auditing committee is used, the Audit Committee.

ARTICLE XIV

FISCAL YEAR

The fiscal year of Central School PTO shall begin on July 1 and end on the following June 30.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Central School PTO in all cases in which they are applicable and in which they are not in conflict with these bylaws or the Articles of Incorporation.

ARTICLE XVI

AMENDMENTS

Section 1

- a. These bylaws may be amended at any regular meeting of Central School PTO by a two-thirds (2/3) vote of the members present and voting provided that i) notice of the proposed amendment has been given at the previous regular meeting or written notice of the proposed amendment has been given to all members thirty (30) days in advance of the regular meeting at which the amendment is to be considered, and ii) a quorum is present for the vote.
- b. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws by a majority vote at a meeting of Central School PTO or by a two-thirds (2/3) vote of the Executive Board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of the amendment.
- c. After approval by a two thirds (2/3) vote at a regular meeting of Central PTO, one copy will be given to the president and one to the recording secretary for documentation.
- d. President shall submit an e-copy to the Central PTO webmaster for posting on the Central PTO website

ARTICLE XVII

INDEMNIFICATION

Section 1

Central School PTO shall indemnify each officer or board member who was or is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Central School PTO), by reason of the fact that he or she is or was an officer of Central School PTO, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith, excepting any wanton and willful misconduct, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of Central School PTO, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of Central School PTO, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by Central School PTO only as authorized in the specific case upon a determination that indemnification of the officer or board member is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Executive Board by a majority vote of a quorum consisting of board members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested board members is so direct, by independent legal counsel in a written opinion.

ARTICLE XVIII

****CONFLICT OF INTEREST POLICY**

Section 1 - Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2 - Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3 - Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4 - Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XIX

WAIVER

Whenever any notice whatsoever is required to be given under the provisions of the General Not for Profit Corporation Act of the State of Illinois, as amended, or under the provisions of the Articles of Organization or by the Bylaws of Central School PTO, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given. This Article applies to all meetings of Central School PTO, except for meetings involving any material or substantial financial decisions or financial contributions

Adopted by Central PTO general membership:

Date

Central PTO President:

Mary Ellen Meindl

Central PTO Recording Secretary:

Patrick O'Laughlin