

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.

****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

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 or co-presidents, two (2) first vice presidents, one (1) second vice president, one (1) third vice president, recording secretary, a treasurer, a communications director, 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 three (3) consecutive terms as treasurer. Other officers may serve more than three 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.

- a. Record the minutes of all meetings of Central School PTO, the Executive Board, and the Executive Committee;
- b. Have current copies of the bylaws and membership list, and maintain permanent records; and
- 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; and
- g. Maintain financial records for seven (7) fiscal years.

Section 7

The communications director shall:

- a. Oversee any committee involved in the production of Central PTO publications and communications including, but not limited to, feedblitz, E-Backpack, directories, brochures, auction programs, and media;
- b. Prepare and oversee a plan for communications, including but not limited to, a timeline for preparation, completion and distribution of such communications;

- c. Work closely with PR/Media Coordinator, PR/Communications Chair, webmaster, and any event/ fundraiser publicity committee to assure quality communication within the organization and between the Central PTO, the Central School community, and if applicable, the public at large;
- d. Produce or oversee the production of any PTO newsletter; and
- e. Perform other such duties as may be delegated.

Section 8

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

The parliamentary 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 9

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; and
- 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 monthly, as 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.

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 XIII, Section 5, if an Audit Committee is used; and
- e. Appoint a Bylaws Committee as needed.
- f. Approve reimbursement for any legitimate expense incurred during the time period while the PTO general membership is not holding meetings, such as summer, late August, early September, or late May. All expenses seeking reimbursement during this time must include the appropriate receipts and reimbursement form. Approval, when appropriate, may be given by an email vote by a majority of the current elected Executive Committee. Reimbursement is also possible even though the funds requested may require a budget amendment. If the Executive Committee approves

- 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 three times a year, either in person or by email to determine which philanthropic projects will be funded and in what amount. The recommendations of the Philanthropy Committee shall be presented to the general membership for approval. The Philanthropy Committee shall meet once in the fall and solicit philanthropy recommendations from the membership and school staff at that time. The committee shall meet mid year, and year end to consider any additional philanthropy requests made throughout the year. At each meeting, a majority of the members shall be required to conduct business, either by email or in person. At year end, at the May meeting of the general membership, the Philanthropy Committee may make recommendations for the expenditure of funds not obligated at the end of the fiscal year and shall recommend to the membership a carryover of no less than \$600.
- 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

FINANCE

Section 1

A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present.

Section 2

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. The 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**

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:

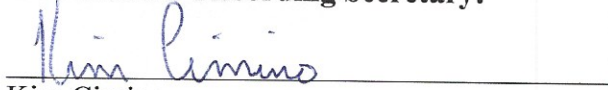
April 12, 2016

Date

Central PTO Co-Presidents:


Tracy Bohrer and Heather Manning

Central PTO Recording Secretary:


Kim Cimino

Last revised April 12, 2016