

PLEASANTDALE PTO 107, INC. BYLAWS

ARTICLE I. NAME AND PURPOSE

1. The name of this organization is the Pleasantdale PTO 107, Inc. (hereinafter "PTO"). This PTO is incorporated under the laws of the State of Illinois and has a fiscal year ending June 30th. It is a local unit organized by the parents and teachers of Pleasantdale School District 107 (hereinafter "Pleasantdale").
2. The principal office for the transaction of the business of the PTO shall be at 7450 S Wolf Road, Burr Ridge, IL 60527.

ARTICLE II. OBJECTIVES

1. To enhance and support the school curriculum;
2. To provide linkage between teachers, administrators and the community at large to ensure that every child at Pleasantdale receives unsurpassed opportunities for learning;
3. To provide parent education through regular communications, general PTO meetings and special speakers;
4. To build a stronger school community; and
5. To help children identify their own interests and strengths.

The PTO is organized exclusively for charitable, educational, and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. More specifically, the purpose of the PTO is to help facilitate working relationships between families, school administrators and teachers of Pleasantdale and further enhance the education and welfare of Pleasantdale students.

Section 1. *BASIC POLICIES*

- a. The organization shall be noncommercial, nonsectarian, nonpartisan, non-profitable, and non-discriminating.
- b. The name or logo of the organization or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest, or for any purposes not appropriately related to the promotion of the objectives of the PTO.
- c. The PTO shall cooperate with the school administration to support the improvement of education in any way it deems necessary.

d. The PTO shall not give or lend its support to any other organization that is religious based, partisan, and/ or discriminatory in nature as defined/covered under local and/or federal law.

e. All fundraising, committee and community service efforts shall align with the PTO objectives.

f. The PTO shall not directly or indirectly endorse any candidate for political purpose.

Section 2. CHILD WELFARE

The PTO shall cooperate with other organizations and agencies concerned with child welfare, but persons representing the PTO in such matters shall make no commitments that bind the organization, financially or otherwise.

Section 3. IMPROVEMENT OF EDUCATION

The PTO shall cooperate with the school to support the improvement of education, but shall not interfere with the administration or its policies.

ARTICLE III. MEMBERSHIP AND DUES

1. Any Pleasantdale parent, guardian, or faculty member may become a member of this PTO subject to compliance with the provisions of the bylaws. The PTO shall conduct an annual membership drive, but persons may be admitted to membership at any other time.
2. Each member shall have one vote.
3. Membership in the organization shall be made available to all parties mentioned without regard to race, color, religion, creed, gender, gender identity, sexual orientation, national origin, age, disability, marital status, veteran status or any other status protected by applicable law.
4. The membership year shall begin on the first day of the school year and end on the first day of the following school year. Persons who join during the membership year shall pay full dues for the current school year. Dues shall be determined by a majority vote of the Executive Board.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Officers

The Executive Board will serve as the officers of the organization. The officers shall include a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be elected or appointed by the Members of the PTO. Any office may be shared by more than one individuals (for example, as Co-Presidents or Co-Vice Presidents) with the authority and duties

of the particular office as set forth in these by-laws. Duties are allocated between such individuals (officers) as they deem appropriate. Each officer has one vote. There shall be a minimum of three (3) officers/directors serving on the Executive Board.

- a. The officers shall be elected by a majority of the members present and voting in the second to the last meeting of the school year. If, at that meeting, there are no additional nominees from the floor, upon motion from the floor, the election may be made by voice. Where there is more than one nominee per position, election shall be by ballot.
- b. The new officers shall work with the present Board until the end of the school year to allow for a smooth transition. They shall assume their official duties on July 1st and shall serve until the June 30th of the following calendar year.
- c. Any officer may resign from such position by filing a written resignation with the Secretary. Any officer may be removed by the members with a two-thirds vote of the Executive Board present and voting at a meeting of the organization if, in the judgment of the Executive Board, the best interest of the organization would be served thereby. Vacancies in any office occurring for any reason may be filled for the unexpired term by a person elected by a majority vote of the Executive Board.

Section 2. Nominating Committee

The Nominating Committee (as defined in Article VIII) shall present a slate of candidates for each office, selecting at least one nominee, but no more than two for each office. The slate will be presented to the Executive Board and the organization at least twenty one (21) days before the election. Nominations may also be made from the floor following the report of the Nominating Committee at the general meeting held for this purpose. Only those who have consented to serve if elected and understand the responsibilities, as explained by the Nominating Committee, shall be eligible for the nomination by the committee or from the floor.

ARTICLE V. DUTIES OF OFFICERS

Section 1. President

The President(s) shall supervise all the business and affairs of the organization and shall:

- a. preside at all meetings of the organization and the Executive Board;
- b. be a member(s), ex-officio, of all committees, including the Nominating Committee, only in cases when there is a President whose term will expire at the end of the school year (i.e. the outgoing President or Co-President);
- c. appoint special committees;
- d. communicate with the Principal(s) and general membership, monthly;

- e. coordinate the work of the officers and committees so that the organization's objectives may be accomplished;
- f. attend Executive Board meetings and regular meetings of the organization, and
- g. perform other duties that may be assigned by the Executive Board or necessary for the organization.

Section 2. Vice President

The Vice President(s) shall aid the President and shall:

- a. in the absence of the President(s), or in the event of their inability or refusal to act, the Vice-President(s) shall perform the duties of the office of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President(s);
- b. serve as a member of the Budget Committee;
- c. oversee all fundraising activities, advise the Executive Board of the schedule for fundraising committee meetings, and provide support and assistance to such fundraising committees;
- d. oversee all events related to the engagement of parents and enrichment of students;
- e. develop the organization communication and publicity strategy and oversee any organization communications to Pleasantdale parents and staff;
- f. attend Executive Board meetings and regular meetings of the organization; and
- g. perform other duties that may be assigned by the President(s), by the Executive Board, or by the Organization.

Section 3. Secretary

The Secretary shall:

- a. record and distribute the minutes of the general meetings of the organization;
- b. be custodian of all records of the organization, including minutes and current bylaws;
- c. attend Executive Board meetings and regular meetings of the organization; and

d. perform other duties that may be assigned by the President(s), by the Members, or by the Executive Board, and

e. correspond on behalf of the organization, in each case with respect to such matters and in such manner as the President(s) or Executive Board shall determine to be necessary or appropriate;

Section 4. Treasurer

The Treasurer as Chief Financial Officer shall ensure continuity of the function and shall

a. receive all monies of the organization which shall be placed in a depository approved by the Executive Board;

b. pay out funds in accordance with the approved budget as authorized by the organization; Checks shall be signed by two persons. Checks shall be signed by the treasurer and one other duly elected and authorized officer.

c. keep an accurate record of receipts and expenditures;

d. present a written financial statement at every meeting of the PTO and at other times as requested by the Executive Board;

e. prepare an annual budget for the PTO, which shall be approved by the members at the annual meeting; budget shall be posted for 21 days before voting at the annual meeting;

f. prepare annual reports as legally required, including the Federal Form 990;

g. ensure the organization is in compliance with any legally-mandated requirements needed to maintain the organization's not-for-profit status

h. direct budget or audit process as assigned; and

i. perform other duties that may be assigned by the President(s), by the Executive Board, or by the organization.

Section 5. President-Elect

The President-Elect shall participate in any activities which are determined helpful in becoming familiar with the functions and responsibilities of the position of President. The purpose of the President-Elect position is to prepare the individual to perform duties of President the following school year. In the the event that the President is unable to serve, the President-Elect shall perform the duties of the President.

ARTICLE VI. MEETINGS

Section 1. *Regular Meetings*

Regular meetings shall be held on the date and time fixed by the Executive Board, as stated in the calendar distributed to the membership at the beginning of the school year. Five (5) days written notice shall be given for any change of date or time.

Section 2. *Special Meetings*

Special meetings may be called by the Executive Board as needed.

Section 3. *End-of-Year Annual Meeting*

At a regular meeting, designated by the Executive Board as the year-end annual meeting, the committee reports shall be given and the budget for the succeeding school year shall be approved.

Section 4. *Quorum*

At least ten (10) members, including at least two (2) officers, must be present to constitute a quorum for the transaction of business at a regular meeting.

Section 5. *Majority Vote*

The act of the majority of members present and voting at a regular meeting at which a quorum is present — shall be the act of the members, unless a greater percentage is required by these bylaws.

Section 6. *Excess Expenditures*

All expenditures in excess of \$1000 over the budgeted amount, or any expenditures not budgeted, shall be approved only with consensus and vote of the Executive Board and by the members at a regular or special meeting.

ARTICLE VII. EXECUTIVE BOARD

Section 1. *Members*

The Executive Board shall consist of the officers of the PTO and the Principal(s) of the schools or his/her representative(s).

Section 2. *General Powers*

The Executive Board shall be responsible for taking the following actions. At the Executive Board's election, it may designate a committee of members of the Executive Board to take any of such actions:

- a. transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization;

- b. create standing special committees;
- c. maintain membership records for members of the organization;
- d. approve all contracts prior to signing; and
- e. approve appointment of auditor.

Section 3. Board Meetings

Periodic meetings of the Executive Board shall be held. At least three (3) days notice shall be given to notify of any change to a meeting date. At least three (3) Executive Board Officers shall constitute a quorum.

Section 4. Special Board Meetings

Special meetings of the Executive Board may be called by the President(s) or by a quorum of the Executive Board provided all members receive three (3) days notice.

Section 5. Voting

The act of the majority of the Executive Board present and voting at a meeting at which a quorum is present shall be the act of the Executive Board, unless a greater percentage is required by these bylaws.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

The Executive Board shall create such standing committees as it may deem necessary to promote the objectives and carry out the work of the PTO.

Section 2. Chairperson Selection

The President shall select, subject to approval by a majority of the Executive Board, the chairpersons of all Standing and Special Committees, except for the Budget and Nominating Committees. Only voting members may serve as chairpersons.

Section 3. Chairperson Records

The chairpersons of each standing committee shall maintain a record describing the activities of the office. Each record shall contain a report of the activities/accomplishments, and budget expenditures for each chairperson's committee for the year. These records shall be given to the succeeding chairperson at the end of each school year.

Section 4. Budget Committee

A Budget Committee shall be formed annually at the discretion of the Executive Board. The Budget Committee will meet prior to the End-of-the-Year meeting to develop the budget for the following year. The Budget Committee shall prepare and present to the Members for their

approval by a majority vote at the End-of-the-Year Annual Meeting, a budget for the next succeeding fiscal year of the PTO. The Budget Committee shall be comprised of Executive Board then in office, whose terms will expire at the next succeeding June meeting of the Members, (b) the Principal(s) or his/her representative(s), and (c) the newly elected incoming Executive Board Members of the PTO. The Budget Committee will be dissolved following the approval of the budget by the members. Any mid-year adjustments to the budget must be voted upon and approved by the Executive Board.

Section 5. *Special Committees*

If funds are available after the budget has been approved, the PTO may create a special committee to determine how best to use the excess funds. This committee should be composed of the Treasurer, the President, the Principal(s) or his/her representative(s), and at least three other members of the PTO.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. *Contracts.*

The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO, and such authority may be general or confined to specified instances.

Section 2. *Loans.*

No loans shall be contracted on behalf of the PTO and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members or of the Executive Board. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, Etc.*

Two signatures shall be required, specifically by the treasurer and one other duly elected and authorized officer, to sign all checks, drafts, or other orders for the payment of money on behalf of the PTO.

Section 4. *Deposits.*

All funds of the PTO not otherwise employed shall be deposited from time to time to the credit of the PTO in such banks, trust companies or other depositories as the Members or the Executive Board may select.

Section 5. *Gifts.*

The Members may accept on behalf of the PTO any contribution, gift, bequest or devise for the general purposes or for any special purpose of the PTO in accordance with Pleasantdale School District 107 Policy. The members may choose not to accept a gift from any donor or donors whose business interests are not in alignment with the mission and philosophy of the PTO.

ARTICLE X. BOOKS AND RECORDS

The PTO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and key action items and decisions taken by the Executive Board, and shall keep an electronic copy of the PTO, a record giving the names and addresses of the Members entitled to vote. All books and records of the PTO may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The PTO fiscal year shall be July 1st of each year and end on June 30th of the following year.

ARTICLE XII. LIMITED LIABILITY

No Director or officer serving without compensation, other than reimbursement for actual expenses, of the PTO (if the PTO is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer, unless the act or omission involved willful or wanton conduct. No person who, without compensation other than reimbursement for actual expenses, renders service to or for the PTO (if the PTO is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

As used in this Article XII, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Act of the State of Illinois, 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.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern the PTO in all cases in which they are applicable, providing they are not in conflict with these bylaws.

ARTICLE XV. AMENDMENTS

1. These bylaws may be amended at any regular meeting of the PTO with a two-thirds majority vote of the members present and voting, provided that thirty (30) days written notice of the proposed amendment(s) has been made available to the members prior to the meeting.
2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws with a majority vote at a meeting of the PTO or by a two-thirds 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(s).

ARTICLE XVI. DISSOLUTION

This PTO may only be dissolved following a two-thirds vote in an Executive Board meeting. It will be required that the Executive Board provide thirty (30) days written notice of this action to all members of the PTO for discussion at the next PTO meeting. In order for the PTO to be dissolved, an affirmative vote by two-thirds majority of those present in a general meeting is required. Final action and the notice of dissolution must include a plan for the disposition of all of the PTO assets and properties.

In the event of dissolution of the PTO, the members shall tender, pay, and make provision for the payment of all lawful debts and liabilities of the PTO, and distribute all remaining assets to a not-for-profit organization that is organized and operated exclusively for charitable or educational purposes and with similar goals and objectives as the PTO, and shall at the time qualify as a tax-exempt organization(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the association is then located exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII. CONFLICT OF INTEREST POLICY

Section I. Purpose

The purpose of the "Conflict of Interest Policy" is to protect *this tax-exempt organization's* interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the PTO or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II. *Definitions*

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.

- a. An ownership or investment interest in any entity with which the PTO has a transaction or arrangement.
- b. A compensation arrangement with the PTO or with any entity or individual with which the PTO has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the PTO is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section III (2), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III. *Procedures*

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.

2. Determining Whether A Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with 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.

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 PTO 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 PTO'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.

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.

Section IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings.

Section V. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the PTO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VI. Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

1. Has received a copy of the "Conflict of Interest Policy".
2. Has read and understands the policy.
3. Has agreed to comply with the policy.
4. Understands the PTO is non-profit charitable organization and in order to maintain its federal tax exemption 501(c)(3) status must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section VII. Periodic Reviews

To ensure the PTO operates in a manner consistent with non-profit charitable purposes and does not engage in activities that could jeopardize its 501c3 tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the PTO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTED ON APRIL 4, 2017.

SIGNED: _____
Arlene Cabana, President

SIGNED: _____
Birgit Collins, Co Vice-President

SIGNED: _____
Carol Lee, Co Vice-President

SIGNED: _____
Shawna Pelko, Treasurer (Chief Financial Officer)

SIGNED: _____
JoAnn Buralli, Secretary