

BYLAWS
Lemont SD 113A Parent Teacher Organization
Lemont, Illinois

FORENOTES

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

ARTICLE I

NAME

The name of this organization is the Lemont SD 113A Parent Teacher Organization (the "Lemont SD 113A PTO" or "PTO") of School District 113A, Lemont, Illinois. It is an independent parent- teacher association. These bylaws shall be deemed to be a part of the Articles of Organization. Lemont SD 113A PTO is incorporated under the laws of the State of Illinois.

ARTICLE II

****ARTICLES OF ORGANIZATION**

The Articles of Organization of Lemont SD 113A 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

Lemont SD 113A 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 Lemont SD113A PTO shall not have the power to engage in any activities which are not in furtherance of its Objectives as set forth in ARTICLE IV. Lemont SD 113A 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

OBJECTIVES

Section 1

The Objectives of the Lemont SD 113A 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 and staff;
- c. To provide support parents in their role as advocates for their child's education, and for the education of all children in the District.

Section 2

The Objectives of the Lemont SD 113A PTO are promoted through committees, projects and programs, and are governed and qualified by the basic policies set forth in ARTICLE V.

****Section 3**

Lemont SD 113A PTO is organized 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 Lemont SD 113A PTO.

- a. ****Lemont SD 113A PTO shall be noncommercial, nonsectarian, and nonpartisan.**
- b. ****Lemont SD 113A PTO or its members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Objectives of the organization.**
- c. ****Lemont SD 113A 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. Lemont SD 113A PTO shall work with the schools to provide resources that aide education for all children and youth and support teachers where the school may not have resources to.
- e. **No part of the net earnings of the organization shall benefit or be distributable to its members, directors, trustees, officers, or other private individuals except that Lemont SD 113A 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, Lemont SD 113A 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 Lemont SD 113A 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

MEMBERSHIP

Section 1

Lemont SD 113A PTO shall make membership available to principals, teachers, staff, and parents/guardians of children attending Lemont SD 113A without regard to race, color, creed, or national origin. All members are automatically enrolled for membership in the Lemont SD 113A PTO.

Section 2

The privilege of making motions and voting in Lemont SD 113A PTO shall be limited to members of Lemont SD 113A PTO.

Section 3

No person shall hold an elective or appointed position in Lemont SD 113A PTO who is not a member in good standing.

ARTICLE VII

OFFICERS AND THEIR ELECTION

Section 1

Each officer or board member of Lemont SD 113A PTO shall be a member of Lemont SD113A PTO.

Section 2

- a. The officers of Lemont SD 113A PTO shall consist of a President, Treasurer(s), Vice Presidents, and Secretary.
- b. Officers shall be elected by ballot annually prior to the beginning of the school year. 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.

Section 3

In case a vacancy occurs in the office of President, one of the Vice Presidents shall serve as President for the unexpired term. A vacancy occurring in any other office can 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 VIII

DUTIES OF OFFICERS

Section 1

The President shall:

- a. Preside at all meetings of Lemont SD 113A PTO, including the Executive Board;
- b. Be a member ex-officio of all committees;
- 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 Lemont SD 113A PTO, or the Executive Board;
- f. Delegate the work of Lemont SD 113A PTO to other officers or chairmen as may be appropriate;
- g. Coordinate the work of the officers and committees in order that the Objectives may be promoted;
- h. Appoint members to special committees.

Section 2

The Secretary shall:

- a. Record the minutes of all meetings of Lemont SD 113A PTO and the Executive Board;
- b. Have a current copy of the bylaws;
- c. Have a current membership list;
- d. Maintain permanent records;
- e. Conduct correspondence of the organization as directed;
- f. Perform such other duties as may be delegated.

Section 3

The Treasurer(s) shall:

- a. Receive all monies for Lemont SD 113A and keep an accurate record of receipts and expenditures;
- b. Place all monies in a depository approved by the Executive Board;
- c. Pay out funds in accordance with the budget, as demonstrated by supporting receipts provided to the Treasurer with a request for payment or reimbursement; Checks for reimbursement due to the Treasurer must be signed by the President, duly elected and authorized officers. Checks for reimbursement due to the President must be signed by the Treasurer; Checks for all other purposes may be signed by the Treasurer or, in his/her absence, by the President, duly elected and authorized officers.
- d. Present a written financial statement at Lemont SD 113A PTO meetings and at other times as requested by the Executive Board, submitting a full annual report listing all expenditures in each category following our fiscal year end or after taxes have been filed;
- e. File all documentation as required by the State of Illinois and the Internal Revenue Service in accordance with State and Federal law.
- f. Provide the checkbook, all bank statement, cancelled and voided checks, deposit slips, Treasurer's record book and receipt book, all vouchers, and invoices for all disbursements to a third-party accountant, as requested. (per IL statute laws).

Section 4

All officers shall:

- a. Perform the duties prescribed and outlined in the Lemont SD 113A PTO bylaws and those 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 as soon as possible, or upon completion of the audit.

ARTICLE IX

MEETINGS

Section 1

Regularly scheduled meetings of Lemont SD 113A PTO shall be held at least three (3) times during the school year. Dates of meetings shall be determined by the Executive Board and will be announced at the first regular meeting of the year. Two (2) days notice shall be given of a change of date of any scheduled meeting.

Section 2

September meeting will be considering the 1st annual meeting of the year.

Section 3

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

****Section 4**

The bylaws of Lemont SD 113A PTO shall include a provision establishing a quorum.

Section 5

A quorum for the transaction of the business of Lemont SD 113A PTO shall consist of five (5) members, if available, which includes two (2) officers.

Section 6

The bylaws of Lemont SD 113A PTO shall prohibit voting by proxy.

ARTICLE X

EXECUTIVE BOARD

Section 1

Lemont SD 113A PTO shall establish an Executive Board.

Section 2

The Executive Board shall consist of the elected officers of Lemont SD 113A PTO and the chairpersons of the standing committees.

****Section 3**

A Lemont SD 113A PTO member shall not serve as a voting member of Lemont SD 113A PTO's Executive Board while serving as a paid employee of, or under contract to, this local unit.

Section 4

The Executive Board shall:

- a. Review tentative budget for recommendation as a proposed budget;
- b. Transact necessary business in the intervals between regular PTO meetings and such other business as may be referred to it by the PTO;
- c. Present reports and recommendations to the regular PTO meetings;
- d. Approve routine bills for the PTO within the limit of the PTO's budget.

Section 5

The Executive Board shall meet at least once to assist in creating a PTO budget to present to the membership at the PTO's September meeting, and as needed to review committees to ensure that committee work is advancing the Objectives of the Organization.

Section 6

Any appointed board member or officer not performing duties as outlined in the bylaws or procedures may be removed by the affirmative vote of two-thirds (2/3) of the PTO board members present and voting, prior notice having been given. Any appointed board member absent for (3) consecutive meetings without prior notice shall automatically forfeit his place on the PTO board.

ARTICLE XI

STANDING AND SPECIAL COMMITTEES

Section 1

Only members of Lemont SD 113A PTO in good standing shall be eligible to serve in any elective or appointive position, including serving as a committee chairperson.

Section 2

The Executive Board shall create such standing committees, as it may deem necessary to promote the Objectives and carry on the work of Lemont SD 113A PTO.

Section 3

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

Section 4

The Lemont SD 113A PTO Executive Board shall select a third party accountant, such as a CPA, to audit financial records at the close of the fiscal year and assist with filing the taxes. The Auditor cannot be a member of the Executive Board.

ARTICLE XII

FISCAL YEAR

The fiscal year of Lemont SD 113A PTO shall begin on July 1 and end on the following June 30.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Lemont SD 113A 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 XIV

AMENDMENTS

Section 1

- a. These bylaws may be amended at any regular meeting of Lemont SD 113A 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. After approval by a two thirds (2/3) vote of the members present at any regular meeting of Lemont SD 113A PTO, one copy will be given to the President and one to the recording secretary for documentation.
- c. President shall submit an e-copy to the Lemont SD 113A PTO webmaster for posting on the Lemont SD 113A PTO website.

ARTICLE XV

INDEMNIFICATION

Section 1

Lemont SD 113A 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 Lemont SD 113A PTO), by reason of the fact that he or she is or was an officer of Lemont SD 113A 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 Lemont SD 113A 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 Lemont SD 113A 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 Lemont SD 113A 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.

Section 3

Upon specific authorization by the Executive Board, the Corporation may purchase and maintain insurance on behalf of any and all directors, officers, committee members, employees, agents of other authorized representatives of the Corporation against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XVI

****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 XVII

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 Lemont SD 113A, 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 Lemont SD 113A PTO, except for meetings involving any material or substantial financial decisions or financial contributions.

ADOPTED

DATE: September 15, 2021

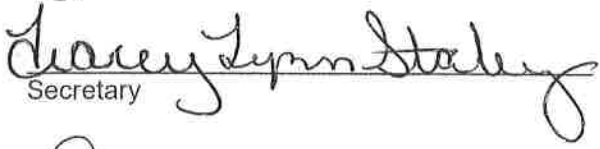
APPROVED BY:



President



Vice President



Secretary



Treasurer