

BYLAWS
of New Lenox Parent Teacher Organization,
an Illinois Not-For-Profit Corporation

ARTICLE ONE
OFFICES

Section One. The corporation (hereafter referred to as Organization) shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state, as the Board of Directors (hereafter referred to as Executive Board) may determine.

Section Two. All correspondences not required to be directed to the corporation's registered agent should be directed to New Lenox Parent Teacher Organization, P.O. Box 939, New Lenox, Illinois, 60451.

ARTICLE TWO
PURPOSE

Section One. The purpose of the Organization, as stated in its Articles of Incorporation, is to promote the health, safety and educational welfare of children attending schools within New Lenox School District #122 and foster cooperation among parents, teachers and school administrators to improve the educational system and educational facilities within the district.

Section Two. The Organization shall make every effort to work cooperatively with all organizations within the community.

Section Three. The Organization shall maintain a non-profit status.

(a) No person who is a Member of or is in any way connected with New Lenox Parent Teacher Organization shall receive any personal financial benefit except for reasonable value of services in carrying out the purpose for which the Organization has specially contracted for and approved.

(b) The Organization at no time shall endorse or recommend any candidate for political office.

ARTICLE THREE
MEMBERSHIP

Section One. Classes of Membership. The Organization shall have two classes of Members, and no more than one Membership shall be held by any one person. The two types of Membership shall be voting Member and non-voting Member. Voting Members shall direct the affairs of the Organization.

Section Two. Qualifications. Status as a non-voting Member is open to all families and staff of New Lenox School District #122 wishing to further the purposes of the Organization and agreeing to be bound by the Articles of Incorporation, these Bylaws and the rules and regulations adopted by the Organization. Status as a voting Member shall be attained only by those Members who have met non-voting qualifications, attended three (3) meetings within the preceding nine months and served on at least one Committee or Advisory Group. Voting Members who fail to meet these qualifications shall immediately revert back to the status of non-voting Member with or without notice from the Organization.

Section Three. Property Rights. No Member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Organization, nor shall any of the property or assets be distributed to any Member upon its dissolution or division.

Section Four. Liability of Members. No Member of this Organization shall be personally liable for any of its debts, liabilities, or obligations, nor shall any Member be subject to any assessment.

Section Five. Transfer, Termination, and Reinstatement of Voting Rights. Membership in this Organization is nontransferable. Membership shall terminate upon the resignation or death of a Member. A Member whose Membership has been terminated may apply for reinstatement in the same manner as required for new Membership.

ARTICLE FOUR GENERAL MEMBERSHIP MEETINGS

Section One. Monthly Meetings. The Organization shall hold regular monthly membership meetings generally on the third Thursday of each month at 9:30 a.m. during the school year between September and May. If the third Thursday falls on a legal holiday, the meeting shall be held as prescribed by a resolution of the Executive Board.

Section Two. Annual Meeting. An annual meeting of Members shall be held at 9:30 a.m., on the third Thursday in April each year at a location designated by resolution of the Executive Board. Appropriate for consideration at annual meetings shall be the election of Executive Board Officers, and any other business. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held as prescribed by a resolution of the Executive Board. If the election of Officers is not to be held on the day designated for an annual meeting, or at any adjournment of such a meeting, the Executive Board shall cause the election to be held at a meeting of Members conducted on the soonest convenient date.

Section Three. Special Meetings. Special meetings of Members may be called by the President, the Executive Board, or not less than one-twentieth of the qualified voting Members. Notice of special meetings shall be given as provided in Section Five of this Article.

Section Four. Location of Meeting. The Executive Board may designate a location for any monthly, annual or special meeting of Members.

Section Five. Notice of Meetings. Unless otherwise provided in these Bylaws, written notice stating the location, day, and hour of any meeting of Members shall be given to all voting and non-voting Members not less than five (5) days before the date of the meeting. Written notice shall include a posting on the PTO bulletin board, if any, located in each New Lenox School District #122 building, a listing in the Organization's printed calendar (which shall be distributed to all Members during annual or monthly meetings) and on the Organization's website. No written notice to each Member shall be required for monthly meetings and annual meetings. In the case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. In the case of a special meeting called for the purpose of removing a Director, the notice for such a meeting shall be given to all voting and non-voting Members not less than twenty (20) days before the date of the special meeting. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Member at the Member's address as it appears on the records of the Organization at the time of mailing.

Section Six. Quorum. Voting Members holding thirty percent of the total votes shall constitute a quorum at the meeting. If a quorum is not present at any meeting of Members, a majority of those voting Members present may adjourn the meeting without further notice.

Section Seven. Voting By Mail. Where Directors or Officers are to be elected by voting Members, the election may be conducted by mail in a manner prescribed by the Executive Board.

Section Eight. Voting Rights. Each voting Member shall be entitled to one vote. Director and Officer candidates receiving the votes of a majority of a quorum of the members shall be deemed to be elected.

ARTICLE FIVE EXECUTIVE BOARD

Section One. Directors. The Executive Board shall be comprised of Directors, shall serve as the board of directors, and shall be the governing body of the Organization. The authorized number of Directors of the Executive Board of this Organization shall be not less than five (5), nor more than ten (10). The minimum number of Directors may be modified to any number greater than three (3) by amendment of these Bylaws so long as the maximum number of Directors is no more than five (5) greater than the minimum number. In the case where the number of Directors is increased, such additional Directors shall be elected in the same manner as all other Directors. A decrease in the number of Directors does not shorten an incumbent Director's term. Directors must be voting Members of the Organization. The Executive Board shall manage the affairs of the Organization consistently with the direction from the voting Members. The election, term of office, duties, powers, vacancy, and removal of Directors shall be governed by the provisions of this Article.

Section Two. Election and Term of Office. The term of Directors shall be two years. Election of Directors shall be held annually, in rotating cycles. The Directors will be divided into two (2) nearly equal classes such that the term of office for approximately one-half ($\frac{1}{2}$) of the elected Directors shall expire each year.

Section Three. Removal. Any Director may be removed by a majority vote of the voting Members whenever the interests of the Organization would be best served. No Director may be removed by a vote of the voting Members unless a special meeting is called for the express purpose of removing a Director and notice of such a special meeting is given consistent with the provisions of Article Four, Section Five.

Section Four. Vacancies. If a Director position becomes vacant for any reason, the Director position shall be filled by a Presidential appointment with the approval of the Executive Board. The appointed Director shall serve in that office until the next annual election. If the vacancy occurs during the first year of a two year term, the Director position shall be placed on the ballot for a one year term.

Section Five. Conflicts of Interest. A Director who is directly or indirectly a party to a transaction involving the Organization or is otherwise not disinterested in a transaction involving the Organization shall disclose the Director's interest or relationship to the transaction to the other Directors entitled to vote on such a transaction. The presence of the Director, who is directly or indirectly a party to a transaction or a Director who is otherwise not disinterested in a transaction, may be counted in determining whether a quorum is present but may not be counted when the Executive Board or a Committee of the Executive Board takes action on the transaction. For purposes of this Section, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is a director, officer, or general partner.

Section Six. Quorum & Manner of Acting. Except as otherwise provided by statute or by these Bylaws, a majority of the Directors then in office shall constitute a quorum of the Executive Board for the transaction of business at any meeting. The act of a majority of the Directors present at any meeting of the Executive Board at which a quorum is present shall be the act of the Executive Board. Notice of meetings of the Executive Board shall be given to Directors consistently with the provisions of Article Four, Section Five.

Section Seven. Attendance at Meetings by Communications Equipment. A Director may participate in and act at any meeting of the Executive Board or a Committee of the Executive Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. All participants of a meeting pursuant to this Section shall be advised of the communications equipment used for the meeting. The name of each participant in a meeting pursuant to this Section, or other person who may hear the contents of such a meeting, shall be divulged to all participants at the beginning of the meeting. Participation in a meeting pursuant to this Section constitutes attendance and presence in person at the meeting of the person or persons so participating.

Section Eight. Action by Unanimous Written Consent. Any action required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Executive Board, or any other action which may be taken at a meeting of the Executive Board or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Officers entitled to vote with respect to the subject matter thereof, or by all the members of such Committee, as the case may be, shall have the same effect as a unanimous vote at a duly called and constituted meeting of the Executive Board or Committee thereof.

ARTICLE SIX OFFICERS

Section One. Designation of Officers. The Officers of the Organization elected by the Members shall be a President, Vice President, Secretary, Correspondence Secretary, and Treasurer. Each Officer shall be a Director of the Organization and shall hold office until his or her successor has been elected and qualified. The Executive Board may increase or decrease the number of Officers as it deems desirable. These other Officers shall have the authority to perform those duties prescribed by the Executive Board. In the case where the number of Officers is increased, such additional Officers shall be elected in the same manner as all other Officers. A decrease in the number of Officers does not shorten an incumbent Officer's term. No person shall hold more than one office.

Section Two. Election and Term of Office. The term of Officers shall be two years. Election of Officers shall be held annually, in rotating cycles. The following is substantially the cycle of elections:

Cycle 1: President, Vice President, Correspondence Secretary and Assistant Treasurer # 1.

Cycle 2: Treasurer, Secretary and Assistant Treasurer #2.

Section Three. Removal. Any Officer may be removed by a majority vote of the voting Members whenever the interests of the Organization would be best served. Any such removal is without prejudice to the contract rights, if any, of the Officer being removed. Election or appointment of an Officer or agent shall not of itself create any contract rights.

Section Four. Vacancies. If an office becomes vacant for any reason, the office shall be filled by a Presidential appointment with the approval of the Executive Board. The appointed Officer shall serve in that office until the next annual election. If the vacancy occurs during the first year of a two year term, the office shall be placed on the ballot for a one year term.

Section Five. President. The President shall be the chief executive officer of the Organization, and shall exercise general supervision and control over all activities of the Organization. The President:

(a) Shall preside at all meetings of Members and the Executive Board;

(b) May sign, with the Secretary or other Officer, authorized by the Executive Board, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Executive Board, except in cases where the signing and execution of those instruments has been expressly delegated by the Executive Board by these Bylaws, or to some other Officer or agent of the Organization by law; and

(c) Shall perform all other duties generally incident to the office of President and any other duties prescribed by the Executive Board.

Section Six. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President or Vice Presidents in the order of their election shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform additional duties assigned to him or her by the President or by the Executive Board.

Section Seven. Treasurer. If so required by the Executive Board, the Treasurer shall:

(a) Give a bond for the faithful discharge of the Treasurer's duties in a sum and with surety or sureties deemed appropriate by the Executive Board;

(b) Have charge and custody of, and be responsible for, all funds and securities of the Organization;

(c) Receive and give receipts for monies due and payable to the Organization from any source and deposit all such monies in the name of the Organization in banks, trust companies, or other depositories selected by the Executive Board; and

(d) Perform all duties generally incident to the office of Treasurer and any other duties assigned to the Treasurer by the President or by the Executive Board.

(e) The Treasurer shall present an annual operating budget as prepared by the Finance Committee or Advisory Group.

Section Eight. Secretary. The Secretary shall:

(a) Keep the minutes of meetings of Members and of the Executive Board in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these Bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Organization;

(d) Keep a Membership book containing the names and addresses of all Members and Officers of the Organization, and with respect to any Membership which has been terminated, record that fact together with the date of termination;

(e) Exhibit to any Officer of the Organization, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the Membership book, the minutes of any meeting, and the other records of the Organization;

(f) Keep an accurate record of all proceedings and business transactions at general Membership meetings; and

(g) Provide minutes and an agenda of all general Membership meetings on a monthly basis to all Members of the Organization and the New Lenox School District Administrators via the official PTO website.

Section Nine. Correspondence Secretary, Assistant Treasurers and Assistant Secretaries. The Correspondence Secretary, Assistant Treasurers and Assistant Secretaries shall perform any duties assigned to them by the Executive Board. If required by the Executive Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in sum and with sureties deemed appropriate.

ARTICLE SEVEN COMMITTEES

Section One. Committees. A majority vote by the Executive Board may, by resolution, establish one or more Committees, each of which shall consist of one or more chairpersons, or such other members as the Executive Board designates. Each Committee shall have two or more Directors of the Executive Board, a majority of its membership shall be Directors, and all Committee members shall serve at the pleasure of the Executive Board. These Committees shall adhere to the guidelines set forth in the Committee Procedure and Protocol document.

Section Two. Term of Commitment. Members of a Committee are appointed annually. Each Member of a Committee shall serve until the obligation of the Committee is fulfilled.

ARTICLE EIGHT ADVISORY GROUPS

Section One. Advisory Groups. The Executive Board may create and appoint persons to a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of the Organization or bind it to any action but may make recommendations to the Executive Board or to the Officers.

ARTICLE NINE CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The Executive Board may, by resolution, authorize any Officer or Officers, agent or agents of the Organization, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization. This authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The Executive Board may:

(a) Accept on behalf of the Organization any type of donation for the Organization;

(b) Hold funds or property in the name of the Organization;

(c) Collect and receive the income from funds or property;

(d) Devote the principal or income from donations to benevolent and charitable purposes designated by the Executive Board;

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or Committee, devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the Organization shall be deposited to the credit of the Organization in banks, trust companies, or other depositories selected by the Executive Board.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by the Treasurer or an Assistant Treasurer.

ARTICLE TEN MISCELLANEOUS

Section One. Books and Records. The Organization shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Members, Executive Board, Committees and Advisory Groups, and shall keep at the registered or principal office a Membership book giving the names and addresses of Members entitled to vote. All books and records of the Organization may be inspected by any Officer, or Member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the Organization shall begin on the first day of July and end on the last day of June in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of 1986 (805 ILCS 105/101.01 *et seq.*) or under the provisions of the Articles of Incorporation or the Bylaws of this Organization, a written waiver of notice signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice. Attendance of a Member or Officer at any meeting shall constitute a waiver of notice of such meeting except where a Member or Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE ELEVEN AMENDMENTS

Section One. Power of Members to Amend Bylaws. The Bylaws of this Organization may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or written assent of a majority of the voting Members at a meeting duly called for the purpose according to the Articles of Incorporation or these Bylaws.

Section Two. Power of Officers to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the General Not For Profit Corporation Act of 1986 (805 ILCS 105/101.01 *et seq.*), concerning corporate action that must be authorized or approved by the Members of the Organization, the Bylaws of this Organization may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Executive Board.

ARTICLE TWELVE
INDEMNIFICATION OF OFFICERS AND AGENTS

Section One. The Organization may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization, as a director, officer, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not for Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

Section Two. The Organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a director, officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE THIRTEEN
DISSOLUTION

Section One. In the event of the dissolution of the Organization, the assets of the Organization shall be applied and distributed as follows, so long as this plan of distribution is in conformity with Article 12 of the General Not For Profit Corporation Act of 1986 (805 ILCS 105/101.01 *et seq.*):

(a) All liabilities and obligations of the Organization shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

(b) Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a similar public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.