

**THE BY-LAWS AND CONSTITUTION OF THE
WASHINGTON IRVING PARENT-TEACHER ORGANIZATION OF OAK PARK**

ARTICLE I: NAME

The name of this organization shall be the "Washington Irving Parent-Teacher Organization of Oak Park" and herein after referred to as the PTO.

ARTICLE II: GOALS

The goals of the PTO shall be:

To promote the welfare of our children in home, school and community;

To create a closer relationship between the home and the school so that parents and teachers may cooperate in supporting the education of our children; and

To increase the active involvement of the membership of the PTO.

ARTICLE III: POLICIES

Section 1: The policies of this organization shall be noncommercial, nonsectarian and nonpartisan.

Section 2: The purpose of this organization shall be educational, social and supportive of the staff and programs of Washington Irving School. This organization shall not seek to direct the technical activities of the school nor to control its policies.

Section 3: Funds raised by this organization shall be used for the sole benefit of the Irving School community unless an alternate use is specified and publicized prior to the fund-raising event.

Section 4: The Washington Irving PTO of Oak Park is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5: No part of the net earnings of said organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under

section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6: Upon the dissolution of said 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 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 public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

Section 7: The Washington Irving PTO of Oak Park will have copies of our IRS Form 1023, which provides the said organization with its nonprofit tax-exempt status, by-laws and constitution, as well as the most recent three years of annual informational returns (such as IRS Form 990 or 990EZ) available for public review when requested.

Section 8: This PTO shall be a member of the Council of the Parent-Teacher Organizations of Oak Park.

ARTICLE IV: MEMBERSHIP

Section 1: All faculty and staff members, parents and guardians of children attending Washington Irving School are members of the PTO.

Section 2: Only those persons qualifying as members of this PTO will be eligible for election or appointment to office or chairpersons of the PTO.

ARTICLE V: OFFICER, THEIR ELECTION AND TERMS OF OFFICE

Section 1: Officers of the PTO shall be:

- A. President or Co-Presidents
- B. 1st Vice-President
- C. 2nd Vice-President
- D. 3rd Vice-President
- E. Secretary or Co-Secretaries
- F. Treasurer

Section 2: Officers shall be elected for a one-year term. No person shall be eligible to succeed him/herself to the same office for more than three terms.

Section 3: Nominations shall be made by a Nominating Committee consisting of at least three members, one of whom shall be the Principal (or his/her representative). The Nominating Committee shall be appointed by the President, or Co-Presidents, with the advice and consent of the Executive Board at the February PTO meeting. Nominations will be made by the Committee at the April PTO meeting, at which time, nominations may also be taken from the floor, and those nominations will be accepted by the general membership.

Section 4: An election should occur at the May PTO meeting. When there is more than one candidate for an office, the election shall be by ballot with a simple plurality of the membership present required for election.

Section 5: The newly elected officers shall be installed at the June meeting and assume their responsibilities at that time.

Section 6: In the event of resignation or departure of the President, that office shall be filled by election by the general PTO membership. Nominations will be taken at the PTO meeting immediately following the vacancy. An election will occur at the next meeting following the nominations. All other vacancies in any other office shall be filled by appointment of the President, or Co-President's, with the advice and consent of the Executive Board, and such officer so appointed shall serve for the balance of the unexpired term.

Section 7: Removal from office. Officers can be removed from office with just cause or special circumstances by a two-thirds vote of those present (assuming a quorum) at a regularly-scheduled meeting whereas previous notice has been given for such a vote.

ARTICLE VI: DUTIES OF OFFICERS AND EXECUTIVE BOARD

Section 1: The President, or Co-Presidents, shall preside at all meetings of the PTO and the Executive board, shall appoint the chairpersons of all committees, following the recommendations of the 1st and 2nd vice-presidents, shall be the representative to the PTO Council and shall perform all other duties of the office.

Section 2: The 1st Vice-President shall assume the duties of the President, or Co-President(s), on his/her absence or inability to act; and shall assume the duties of the President, or Co-President(s), when a vacancy occurs for any reason and shall carry on the functions until a successor is elected. The 1st Vice-President shall coordinate and act a liaison to the chairpersons as designated in the by-laws.

Section 3: The 2nd Vice-President shall be a member of the Finance Committee and shall coordinate and act as liaison to such committees as designated in the by-laws.

Section 3b: The 3rd Vice-President shall organize, solicit information and produce the PTO's communications and event materials. The 3rd Vice-President shall coordinate and ensure timely posting of current information on the PTO's web site.

Section 4: The Secretary or Co-Secretary shall keep an accurate and permanent record of all meetings of the PTO and perform all other duties of the office, including those specifically delegated by the President, or Co-Presidents.

Section 5: The Treasurer shall serve as the chairperson of the Finance Committee. The Treasurer shall receive all monies of the PTO, shall keep an accurate record of all receipts and expenditures and shall pay out funds only in such manner as authorized by the Executive Board and/or the general membership of the PTO. The Treasurer shall present a statement of accounts at every meeting of the PTO. The Treasurer will also be responsible for informing the Executive Board and General Membership of any material changes in Federal and State legislation, which could have an impact on how this PTO handles its various activities. The Treasurer's books shall be independently audited by an outside agency that specializes in not-for-profit organizations. This auditor will be appointed by the Executive Board before May 1st of each given year. All of these responsibilities of the Treasurer must be fulfilled before the finances of the Washington Irving PTO of Oak Park are turned over to his/her successor.

Section 6: The Executive Board shall consist of the officers of the PTO, the Principal and the Faculty Representative. The Executive Board shall advise the President, or Co-Presidents, and consent to the appointment of officers to complete an unexpired term and to his/her appointments of chairperson of standing committees. Meetings of the Executive Board may be called by the President, or Co-Presidents, or by a majority of the Executive Board members. The President, or Co-Presidents, shall report to the general membership about business conducted at any Executive Board meeting.

Section 7: The Executive Board will be responsibility of the development and implementation for the annual

fiscal budget and that said budget must be approved by the general membership of this PTO. The Executive Board will be responsible for the review and approval of new expenditures up to \$500. These expenses will be reported to the general membership during a scheduled PTO meeting. The membership of the Washington Irving PTO must approve all new expenditures above \$500, with the approval and recommendation of the Executive Board. These expenditures shall be published within a time period of no less than 3 weeks before their discussion and vote.

Section 8: The retiring President, or Co-Presidents, shall become an ex-officio member of the Executive Board for one year following his/her term.

Section 9: All officers and chairpersons of standing committees shall deliver to their successors all official material at the June meeting of the PTO when the successors assume their responsibilities.

ARTICLE VII: MEMBERSHIP MEETINGS

Section 1: Membership meetings shall be held monthly during the school year at such times and locations as the Executive Board shall schedule.

Section 2: Membership meetings shall be open to the general public. Making motions and voting shall be limited to members of the PTO.

Section 3: In order for business to be conducted, a minimum of 10 members must be present. Motions may be passed with a simple majority of members voting.

ARTICLE VIII: STANDING COMMITTEES

Section 1: There shall be such standing committees created by the President, or Co-Presidents, with the advice and consent of the Executive Board as may be required to promote the goals and interests of the PTO.

Section 2: Chairpersons of all standing committees and special committees shall present reports as needed to the PTO and no major project shall be undertaken without approval of the Executive Board.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Roberts Rules of Order Revised shall govern this PTO in all cases to which they are applicable and in which they are not in specific conflict with this Constitution.

ARTICLE X: AMENDMENTS

This By-Laws and Constitution may be amended at any regular meeting of the PTO by a two-thirds vote of the members present. Proposed amendments must be presented to the general membership for their consideration at least one month before voting takes place.

ARTICLE XI: STANDING COMMITTEES

- Section 1: There shall be Standing Committee Chairpersons who are appointed by the President to promote the objectives and interests of the organization as stated in Article II of these by-laws/constitutions.
- Section 2: The Standing Committee Chairperson shall assume responsibility beginning the last day of the school year following his/her appointment.
- Section 3: The Standing Committee Chairperson has authority to use funds made available to the Chairperson's standing committee through the budget after notifying the Executive Committee of their intent to use such funds. All expenditures by a Chairperson of a standing committee must be accompanied by receipts and accounted for in a report by the chairperson.
- Section 4: Any Standing Committee Chairperson shall serve for no more than two consecutive years on the same committee as chair of that committee, except with approval of the Executive Board.
- Section 5: Any Standing Committee Chairperson who feels that the function and responsibilities of the standing committee require more than one person shall recruit one or more members. It is recommended that every Chairperson recruit and prepare their successor one year before his/her resignation.
- Section 6: The meeting times of the Standing Committees shall occur as often as necessary to complete appointed tasks. They will keep a record of their activities and make a report of their activities to the general membership when appropriate.
- Section 7: The President, with the advice and consent of the Executive Board shall set up a Standing Committee to perform tasks that are deemed necessary and are not included in the following descriptions. It is suggested that if such a committee is in use for more than two years that it be added to this list in the form of a revision to the by-laws.

ARTICLE XII- CONFLICT OF INTEREST

Section 1: Conflict of Interest. No member of the Washington Irving PTO's Executive Board, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with this PTO. Board members shall not be a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Washington Irving PTO which has resulted or could result in personal benefit to the Board members. The Executive Board shall not be a recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with this PTO.

Section 2: Disclosure and Recusal. Each Board Member shall disclose to the Washington Irving PTO and its Board Members any conflict of interest that the individual or any member of the individual's immediate family has as described in Section 8.01, and shall recuse himself or herself from any matter pending before the this PTO in which they may have or appear to have a personal interest.

Section 3: Non-solicitation. Any member of the Washington Irving PTO Executive Board, any Committee, or Staff member shall refrain from obtaining any list of this PTO's participants, partners, or supporters for personal or private solicitation purposes at any time during the term of their affiliation.

Section 4: Conflict of Interest Statement. Each Executive Board Member shall sign a conflict of interest statement annually.

ARTICLE XIII. NONLIABILITY AND INDEMNIFICATION OF MEMBERS, COMMITTEE CHAIRPERSONS, AND EXECUTIVE BOARD OFFICERS:

Section 1: The Members, Committee Chairpersons, and Executive Board officers of the incorporated group that is called The Washington Irving PTO of Oak Park and their private property shall not be liable in any manner for corporate debts, obligations, undertakings or liabilities, and the members, directors, and officers and employees shall be exempted from and indemnified against any personal expenses, losses, or liabilities which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of corporate agents, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner. No person dealing with the Members, Committee Chairpersons, and Executive Board officers of the Corporation shall be

under any obligation to inquire into their power or authority or into the validity; expediency or propriety of their actions, decisions or transactions or to see to the proper application of money or property paid over or transferred to the Corporation.

Section 2: The incorporated group called The Washington Irving PTO of Oak Park shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Members, Committee Chairpersons, and Executive Board officers or agent(s) of the Corporation, 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 full extent permitted by the State of Illinois Law, upon such determination having been made as to his good faith and conduct as is required by said Act. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Executive Board in accordance with the provisions of the Act, upon receipt of an undertaking by or on behalf of the Members, Committee Chairpersons, and Executive Board officers or agent(s) to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this PTO.

ARTICLE XIV: CONCLUSION

This By-laws and Constitution shall remain in force after its formal adoption unless amended as specified in Article X herein.

Revised June, 1982

Revised & Approved May, 1991

Revised & Approved August, 1994

Revised & Approved November,
1998

Revised & Approved October, 2006

Revised & Approved April, 2006

Revised & Approved June, 2008

**Irving School PTO
Changes to PTO By-Laws
Approved by General Membership
May 3, 2012**

ARTICLE II: GOALS

The goals of the PTO shall be:

- To promote the welfare of our children in home, school and community;
 - To create a closer relationship between the home and the school so that families, teachers and staff may cooperate in supporting the education of our children;
 - To provide enrichment activities and programs that supplement and complement curriculum; and
 - To increase the active involvement of the membership of the PTO.
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ARTICLE V: OFFICERS, THEIR ELECTION AND TERMS OF OFFICE

Section 2

Replace:

Officers shall be elected for a one-year term. No person shall be eligible to succeed him/herself to the same office for more than three terms.

with:

Officers shall be elected for a two-year term. No person shall be eligible to succeed him/herself to the same office for more than two terms. Exceptions may be made in cases where a position may remain vacant and the current officer chooses to remain until a replacement is found. Exceptions must be approved by the membership at the meeting when elections are held.

ARTICLE VI: DUTIES OF OFFICERS AND EXECUTIVE BOARD

Section 5

Replace:

The Treasurer's books shall be independently audited by an outside agency that specializes in not-for-profit organizations. This auditor will be appointed by the Executive Board before May 1st of each given year.

with:

All PTO finances shall be independently reviewed by a neutral party qualified to conduct financial reviews of not-for-profit organizations. This reviewer will be appointed by the Executive Board. Financial reviews will be conducted every other year between the end and beginning of the school year.