

BYLAWS
Hauser Council of Parents and Teachers
Riverside, Illinois

FORENOTES

The double-starred (**) areas are in conformity with the regulations of Section 501(c) (3) of the Internal Revenue Code and are required in the bylaws of the state, region(s), councils and local PTA/PTSA units.

The number symbol (#) areas are required in the bylaws of regions(s), councils and local PTA/PTSA units of the Illinois PTA.

Constituent organization refers to all organizations in membership with the Illinois PTA, including region(s), councils and local PTA/PTSA units.

ARTICLE I

NAME

The name of this organization is the Hauser Council of Parents and Teachers (the “Hauser PTA”) of District 96, Riverside, Illinois. It is a local PTA unit organized under the authority of the Illinois Congress of Parents and Teachers (the “Illinois PTA”), a branch of the National Congress of Parents and Teachers (the “National PTA”). These bylaws shall be deemed to be a part of the Articles of Organization. Hauser PTA is incorporated under the laws of the State of Illinois.

ARTICLE II

****ARTICLES OF ORGANIZATION**

The Articles of Organization of Hauser PTA 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

OBJECTS

#Section 1

The Objects of the Illinois PTA and the Hauser PTA, in common with the purposes of the National PTA are:

- a. To promote the welfare of children and youth in home, school, community, and place of worship;
- b. To raise the standards of home life;
- c. To secure adequate laws for the care and protection of children and youth;
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth; and
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

Section 2

The Objects of Illinois PTA and Hauser PTA are promoted through an educational program directed toward parents, teachers, and the general public; are developed through conferences, committees, projects and programs; and are governed and qualified by the basic policies set forth in ARTICLE IV.

****Section 3**

Hauser PTA is organized exclusively 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 IV

BASIC POLICIES

Section 1

The following are basic policies of Hauser PTA in common with those of the National PTA and the Illinois PTA:

- **a. Hauser PTA shall be noncommercial, nonsectarian, and nonpartisan.

- **b. Hauser PTA or its members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Objects of the organization.
- **c. Hauser PTA 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. Hauser PTA shall work with the schools to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- #e. The Illinois PTA or any of its divisions may cooperate with organizations and agencies concerned with child welfare, but a PTA/PTSA representative shall make no commitments as an individual that bind the group represented.
- **f. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private individuals except that Hauser PTA 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 III hereof.
- **g. Notwithstanding any other provision of these Articles, Hauser PTA 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.
- **h. Upon the dissolution of Hauser PTA, 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 V

MEMBERSHIP AND DUES

#Section 1

Every individual who is a member of Hauser PTA is, by virtue of that fact, a member of the National PTA and of the Illinois PTA by which Hauser PTA is chartered and is entitled to all the benefits of membership.

#Section 2

Membership in Hauser PTA shall be made available by Hauser PTA without regard to race, color, creed, or national origin.

#Section 3

Hauser PTA shall conduct an annual enrollment of members but may admit individuals to membership at any time.

#Section 4

The membership year shall be July 1 through June 30. Persons who join during the membership year shall pay dues for that year. Persons may hold membership in one (1) or more local PTA/PTSA units upon payment of all-inclusive dues as required by the bylaws of each local PTA/PTSA unit.

#Section 5

Only members of Hauser PTA who have paid dues for the current membership year may participate in the business of Hauser PTA.

#Section 6

The privilege of making motions and voting in Hauser PTA shall be limited to members of Hauser PTA.

#Section 7

Only a dues paying member of Hauser PTA may be eligible for election or appointment to office or chairmanship in the Illinois PTA or any of its divisions.

#Section 8

No person shall hold an elective or appointed position in Hauser PTA who is not a member in good standing.

Section 9

Each member of Hauser PTA shall pay such annual dues to said organization as may be prescribed by Hauser PTA. The amount of such dues shall include the portion payable to the Illinois PTA (the “state portion”) and the portion payable to the National PTA (the “national portion”).

Section 10

- a. The national portion of each member’s dues shall be determined by the delegates to the National PTA annual convention.

- #b. The amount of the state portion of each member's dues shall be determined by the Illinois PTA. The annual dues to the Illinois PTA shall be one dollar and fifty cents (\$1.50) per capita for every member of Hauser PTA.
- c. The amount of the local membership dues shall be determined by the members of Hauser PTA.

Section 11

- #a. The state and national portion of the dues paid by each member of Hauser PTA shall be set aside by Hauser PTA and remitted to the Illinois PTA through such channels and at such times as the state PTA bylaws may provide. The Illinois PTA shall remit to the National PTA the amount of the national portion of dues paid by all members of Hauser PTA in its area.
- #b. The initial state and national portion of the dues paid by each member to Hauser PTA shall be set aside by Hauser PTA and remitted to the Illinois PTA postmarked no later than October 1. Dues should be submitted monthly thereafter.

Section 12

- a. A local PTA unit shall be considered delinquent if by December 31, it has failed to send to the Illinois PTA the state and national portion of dues paid by no less than twenty-five (25) individual members, or no less than ten (10) individual members for a new local PTA/PTSA unit or for an existing local PTA/PTSA unit where the school enrollment is less than one hundred (100) students.
- b. A local PTA/PTSA unit not affiliated with a school shall be considered delinquent if by December 31, it has failed to send to the Illinois PTA the state portion and the national portion of dues paid by no less than ten (10) individual members.
- c. Local PTA/PTSA units which fail to send to the state office of the Illinois PTA, by June 30, the national and state portion of dues paid by individual members shall be discontinued as local PTA/PTSA units and their charters shall be withdrawn, as provided in ARTICLE XIII, #Section 9 a., b., and c.
- d. Reinstatement procedures and reinstatement fees shall be in such manner as prescribed by the state board of managers.

Section 13

Members of Hauser PTA are considered to be in good standing if they have paid dues for the year and paid all funds due to Hauser PTA.

ARTICLE VI

OFFICERS AND THEIR ELECTION

#Section 1

Each officer or board member of Hauser PTA shall be a member of Hauser PTA.

Section 2

- a. The officers of Hauser PTA shall be a president, a vice president, a secretary, a treasurer, and a parliamentarian.
- b. Officers shall be elected by ballot annually in the month of April or May. However, if there is only one (1) candidate for any office, upon adoption of a motion from the floor, the election for that office (or offices) may be by voice.
- c. With the exception of the treasurer, officers shall assume their official duties at the installation meeting in May and shall serve for a term of one (1) year or until their successors are elected and assume their duties. The treasurer shall serve from July 1 until June 30 of the following year.
- d. A person shall not be eligible to serve more than two (2) consecutive terms as president or treasurer. Other officers may serve more than two consecutive terms.

#Section 3

The members of the Nominating Committee for officers of Hauser PTA shall be elected.

#Section 4

- a. There shall be a Nominating Committee consisting of five (5) members, two (2) of whom shall be elected by the Executive Board from its body, and three (3) elected by Hauser PTA at a regular meeting at least 2 (two) months prior to the election. There shall be one (1) alternate elected by the Executive Board and one (1) by the members of Hauser PTA. The Nominating Committee shall choose its own Chairman.
- b. The Nominating Committee shall select one (1) nominee for each office to be filled and report at least thirty (30) days prior to the election meeting.
- c. During the election meeting, an opportunity shall be given for nominations from the floor.
- d. Only those who have consented to serve, if elected, shall be eligible for nomination either by the Nominating Committee or from the floor. No one may be eligible for election who has not been a member of Hauser PTA or that of a feeder school for at least thirty (30) days.

- e. To be eligible to vote in any election a person must have been a member for at least thirty (30) days.

Section 5

In case a vacancy occurs in the office of president, one of the first vice presidents shall serve as president for the unexpired term. A vacancy occurring in any other office shall 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 VII

DUTIES OF OFFICERS

Section 1

The president shall:

- a. Preside at all meetings of Hauser PTA, the Executive Board, and the Executive Committee;
- #b. Be a member ex-officio of all committees except the Nominating Committee and, if authorized to sign checks, the Audit Committee;
- c. Sign all legal documents, including contracts;
- d. Appoint committee chairs;
- e. Be responsible for other duties as may be assigned him/her by the Hauser PTA, the Executive Board, or the Executive Committee;
- f. Delegate the work of Hauser PTA to other officers or chairmen as may be appropriate;
- g. Coordinate the work of the officers and committees in order that the Objects may be promoted;
- h. Appoint members to special committees.

Section 2

The vice president shall:

- a. Serve as communications chair;
- b. Solicit volunteers to serve on phone tree;
- c. Assist the president in recruiting members and chairpersons for committees;

- d. Introduce new members at meetings and make visitors feel welcome;
- e. Assist the president and serve in his/her absence, as requested by the president or Executive Committee.

Section 3

The recording secretary shall:

- a. Record the minutes of all meetings of Hauser PTA, the Executive Board, and the Executive Committee;
- 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. Serve as Chairperson of the Gifts & Memorial Committee;
- g. Perform such other duties as may be delegated.

Section 4

The treasurer shall:

- a. Receive all monies of Hauser PTA and keep an accurate record of receipts and expenditures;
- b. Place all monies in a depository approved by the Executive Committee;
- c. Pay out funds in accordance with the budget approved by the membership, as demonstrated by supporting receipts provided to the treasurer with a request for payment or reimbursement; Checks for reimbursement due to the treasurer must be signed by the president; 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;
- d. Present a written financial statement at every meeting of the organization and at other times as requested by the Executive Board or Executive Committee, submitting a full annual report listing all expenditures in each category at the September meeting following the audit;
- #e. Be responsible for the remittance of the state and national portion of the dues paid by each member as directed in ARTICLE V of these bylaws;

- f. Provide the checkbook, all bank statements, canceled and voided checks, deposit slips, treasurer's record book and receipt book, invoices and receipts for all disbursements to the Auditor at the close of the fiscal year;
- g. Be responsible for completion and filing of appropriate forms as may be required by Internal Revenue Service Regulations no later than the date established by the regulations. Alternatively, the IRS forms may be completed by an auditor hired to perform the annual audit;
- h. Maintain financial records for seven (7) fiscal years.

Section 5

The parliamentarian shall:

- a. Maintain a copy of the current bylaws;
- b. Revise the bylaws and standing rules as needed or as requested by the Illinois PTA;
- c. Provide parliamentary advice to the president, the Executive Board, and the Executive Committee as requested.

Section 6

All officers shall:

- a. Be encouraged to complete the Illinois PTA Information Course;
- b. Be encouraged to complete the Illinois PTA Advanced Course;
- c. Perform the duties prescribed in the parliamentary authority of Hauser PTA in addition to those outlined in these bylaws and those assigned from time to time;
- d. Deliver to their successors all official material within ten (10) days following the meeting at which their successors take office. In the case of the treasurer, all materials must be delivered by August 15, or upon completion of the audit.

ARTICLE VIII

MEETINGS

Section 1

Regularly scheduled meetings of Hauser PTA shall be held at least five (5) times during the school year. Dates of meetings shall be determined by the executive board and will be published

in the District 96 Calendar and 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

The September meeting of the Hauser PTA will be considered the annual meeting.

Section 3

Special meetings may be called by the Executive Committee with two (2) days notice.

****Section 4**

The bylaws of Hauser PTA shall include a provision establishing a quorum.

Section 5

A quorum for the transaction of the business of Hauser PTA shall consist of five (5) members, which includes at least two (2) officers.

#Section 6

The bylaws of Hauser PTA shall prohibit voting by proxy.

ARTICLE IX

EXECUTIVE BOARD

Section 1

Hauser PTA shall establish an Executive Board.

Section 2

The Executive Board shall consist of the elected officers of Hauser PTA and the chairpersons of the standing committees.

****Section 3**

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

Section 4

The executive board shall:

- a. review tentative budget for recommendation as a proposed budget to the general membership for adoption;
- b. transact necessary business in the intervals between regular meetings and such other business as may be referred to it by this organization;
- c. create standing committees;
- d. present reports and recommendations to the regular meeting of this organization;
- e. approve routine bills within the limit of the budget; and
- f. elect an audit committee, or appoint a professional auditor. (See Article XI, Section 5)

Section 5

Regular meetings of the executive board shall be held at least four times during the year, the time to be fixed by the board at its first meeting of the year. At least two (2) days notice shall be given if there is a change of the regular meeting date. Five (5) members, including at least two (2) officers shall constitute a quorum.

Section 6

Meetings of the Executive Board may be called by the president or by a quorum of the Executive Board provided that members receive two (2) days notice. A quorum of the Executive Board shall consist of five (5) members, including at least two (2) officers.

Section 7

Any appointed board member not performing duties as outlined in the bylaws or procedures may be removed by the affirmative vote of two-thirds (2/3) of the board members present and voting, prior notice having been given.

Section 8

The Executive Board shall, upon the recommendation of the Executive Committee, consider the removal of any officer not performing duties as outlined in the bylaws by an affirmative vote of two-thirds (2/3) of the board members present and voting, prior notice having been given.

ARTICLE X

EXECUTIVE COMMITTEE

Section 1

The Executive Committee of Hauser PTA shall consist of elected officers.

Section 2

Meetings shall be held at the call of the president or a majority of the Executive Committee. Two (2) days notice of a meeting must be given. A majority shall constitute a quorum.

Section 3

The Executive Committee may transact business of this organization in an emergency; however, no action shall be in conflict with that taken by the voting body of this organization or the executive board.

ARTICLE XI

STANDING AND SPECIAL COMMITTEES

Section 1

Only members of Hauser PTA in good standing shall be eligible to serve in any elective or appointive position, including serving as a committee chairperson.

Section 2

The Executive Committee shall create such standing committees as it may deem necessary to promote the Objects and carry on the work of Hauser PTA. The Chairmen of standing committees shall be selected by the president, in consultation with the vice president, for a term of one (1) year.

Section 3

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

#Section 4

Hauser PTA's financial records must be audited annually at the close of the fiscal year and upon a change of treasurer during the term of office.

Section 5

The Hauser PTA Executive Committee shall select an Auditor to audit financial records at the close of the fiscal year. The Auditor can not be a member of the Executive Committee. Alternatively, an auditing committee of at least three (3) members may be appointed by the Executive Board at least eight (8) weeks before the regular meeting in September. The Audit Committee shall examine the financial records and report its findings to the membership. Anyone authorized to sign checks is not eligible to audit the financial records.

Section 6

The following committees are created as Special Committees: Audit, Nominating, Bylaws, Budget, and Philanthropy.

- a. The Audit Committee shall be constituted as prescribed in Article XI, Section 5, *if* an Audit Committee is used.
- a. The Nominating Committee shall be constituted as prescribed in Article VI, Section 4.
- b. The Bylaws Committee shall be appointed, as needed, by the Executive Committee as prescribed in Article X, Section 3.
- c. The Budget Committee shall consist of the president, the treasurer, the vice president, the immediate past president, the immediate past treasurer, and two (2) members appointed by the president. The Budget Committee shall meet during the summer to formulate a budget for presentation to the membership at the September meeting. A majority of the members shall be required to conduct business.
- d. Additional special committees may be created by the Executive Board or the membership as the need arises.

Section 7

The president shall be a member ex-officio of all standing committees except the Nominating Committee and, if the president is authorized to sign checks and if an auditing committee is used, the Audit Committee.

ARTICLE XII

REPRESENTATION

Hauser PTA may be represented at the district annual meeting and at the annual or special conventions of the Illinois PTA as provided in the state bylaws.

ARTICLE XIII

RELATIONSHIP WITH NATIONAL PTA AND ILLINOIS PTA

#Section 1

Hauser PTA shall be organized and chartered under the authority of the Illinois PTA in the area in which Hauser PTA functions, in conformity with such rules and regulations not in conflict with the bylaws of the National PTA, as the Illinois PTA may in its bylaws prescribe. The

Illinois PTA shall issue to Hauser PTA an appropriate charter evidencing the due organization and good standing of Hauser PTA.

A local PTA in good standing is one that:

- a. Adheres to the Objects and Basic Policies of the PTA;
- b. Remits the national portion of the dues through the Illinois PTA to reach the National Office by dates designated by the National PTA;
- c. Has bylaws approved according to the procedures of the Illinois PTA; and
- d. Meets other criteria as may be prescribed by the Illinois PTA.

#Section 2

Hauser PTA shall adopt such bylaws for the governance of the organization as may be approved by the Illinois PTA. Such bylaws shall not be in conflict with the bylaws of the National PTA or the bylaws of the Illinois PTA.

#Section 3

The bylaws of Hauser PTA shall include an Article on amendments.

#Section 4

- a. Hauser PTA's bylaws and amendments thereto shall be approved by the District Director or the designated representative of the State Board of Managers. Bylaws shall be submitted for review upon request and/or every two (2) years.
- b. If approved bylaws do not exist, the current *ILLINOIS PTA BYLAWS FOR LOCAL PTA/PTSA UNITS* shall be in effect.

#Section 5

Hauser PTA shall collect dues from its members and shall remit a portion of such dues to the Illinois PTA as provided in ARTICLE V, Section 10 a., #b., and c. and Section 11 **a. and #b.

Section 6

Hauser PTA shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of Hauser PTA, including, specifically, the number of its members, the dues collected from its members and the amount of dues remitted to the Illinois PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Illinois PTA. Financial records shall be retained for seven (7) fiscal years.

#Section 7

The charter of Hauser PTA shall be subject to withdrawal and the status of Hauser PTA as a local PTA unit shall be subject to termination in the manner and under the circumstances provided in the bylaws of the Illinois PTA.

#Section 8

If Hauser PTA wishes to be discontinued or is dropped, its charter shall be withdrawn by the Illinois PTA. Hauser PTA may dissolve and terminate its organization in the following manner:

- a. Upon receipt of a signed petition of ten (10) members or ten percent (10%) of the membership, not including members of the Executive Board, of Hauser PTA, whichever is larger, recommending dissolution of Hauser PTA, the Executive Board of Hauser PTA shall submit the question of dissolution to a vote at an open membership meeting of members having voting rights, and all monies shall be frozen, except for those already budgeted or approved until the question of dissolution has been decided. If dissolution is approved, disposition of funds shall be in accordance with ARTICLE VI, Section 8 a. of the Illinois PTA bylaws. The Executive Board of Hauser PTA shall not submit the question of dissolution on its own motion.
- b. Written notice stating the question of such dissolution shall be given to each member entitled to vote at such meeting, to the president of the Illinois PTA, and to the appropriate district director or designated representative of the State Board of Managers, at least sixty (60) days prior to the date of such meeting.
- c. Only those persons who were members in good standing of Hauser PTA on the date of submission of the question of dissolution, and who continue to be members in good standing on the date of the meeting shall be entitled to vote on the question of dissolution.
- d. Approval of dissolution of Hauser PTA shall require the affirmative vote of at least two-thirds (2/3) of the membership. The District Director or designated representative of the State Board of Managers shall be invited to this meeting.
- e. Upon dissolution and withdrawal of the charter, Hauser PTA shall be required to follow procedures as directed under Section 9 a., b., and c. of this ARTICLE XIII.

#Section 9

Hauser PTA is obligated upon dissolution or withdrawal of its charter by the Illinois PTA:

- a. To yield up and surrender all of its books, records, assets and property to the designated representative of the Illinois PTA who will distribute such assets as directed by the Illinois PTA;
- b. To cease and desist from the further use of any name that implies or connotes association with the Illinois PTA or status as a constituent organization; and

- c. To carry out promptly, under the supervision and direction of the Illinois PTA, all proceedings necessary or desirable for the purpose of dissolving the Hauser PTA.

#Section 10

When the Illinois PTA office receives notification of the dissolution from the District Director or designated representative of the State Board of Managers, the Illinois PTA treasurer shall notify the Hauser PTA by certified mail that Hauser PTA is no longer a tax exempt or tax deductible organization of the Illinois PTA.

#Section 11

Dissolution of Hauser PTA pursuant to Sections 7, 8, and 9 of this ARTICLE XIII shall not preclude the immediate organization of a new local PTA unit. Upon approval by the Illinois PTA, a new charter shall be issued.

#ARTICLE XIV

FISCAL YEAR

The fiscal year of Hauser PTA shall begin on July 1 and end on the following June 30.

#ARTICLE XV

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Hauser PTA in all cases in which they are applicable and in which they are not in conflict with these bylaws, the bylaws of the National PTA, the bylaws of the Illinois PTA, or the Articles of Incorporation.

ARTICLE XVI

AMENDMENTS

#Section 1

- a. These bylaws may be amended at any regular meeting of Hauser PTA by a two-thirds (2/3) vote of the members present and voting provided that notice of the proposed amendment shall have 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, a quorum being present, and

that the proposed amendment(s) shall be subject to approval of the District Director or the designated representative of the State Board of Managers of the Illinois PTA.

- b. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws by a majority vote at a meeting of Hauser PTA or by a two-thirds (2/3) vote of the Executive Board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of the amendment.
- c. Two (2) copies of all proposed amendments or revisions shall be submitted to the District Director or the designated representative of the State Board of Managers of the Illinois PTA for review, prior to presentation at a regular meeting of Hauser PTA for its consideration and action.
- d. After approval by a two-thirds (2/3) vote at a regular meeting of Hauser PTA, two (2) copies of all amendments or revisions shall be sent for approval to the District Director or the designated representative of the State Board of Managers.
- e. Submission of amendments or revised bylaws for approval by the Illinois PTA shall be in accordance with the bylaws of the Illinois PTA.

#Section 2

Hauser PTA shall include in its bylaws provisions corresponding to the Illinois PTA bylaws as are identified herein by a double star (**).

#Section 3

The adoption of an amendment to any provision of the Articles of the Illinois PTA bylaws shall serve automatically and without the requirement of further action by the Hauser PTA to amend their corresponding bylaws. Notwithstanding the automatic character of the amending process, Hauser PTA shall promptly incorporate such amendments in its respective bylaws.

#Section 4

Hauser PTA shall include in its bylaws provisions corresponding to the provisions of such of these bylaws as are identified by the number symbol (#).

#Section 5

The adoption of an amendment to any provision of the Articles of the Illinois PTA bylaws shall serve automatically and without the requirement of further action by the Hauser PTA to amend their corresponding bylaws.

ARTICLE XVII

OFFICES

Hauser PTA shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. Hauser PTA may have other offices within or without the State as the Executive Board may from time to time determine.

ARTICLE XVIII

INDEMNIFICATION

Section 1

Hauser PTA 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 Hauser PTA), by reason of the fact that he or she is or was an officer of Hauser PTA, 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 Hauser PTA, 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 Hauser PTA, 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 Hauser PTA only as authorized in the specific case upon a determination that indemnification of the officer or board member is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Executive Board by a majority vote of a quorum consisting of board members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested board members is so direct, by independent legal counsel in a written opinion.

ARTICLE XIX

GENERAL PROVISIONS

Hauser PTA 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 Hauser PTA shall not have the power to engage in any activities which are not in furtherance of its Objects as set forth in ARTICLE IV. Hauser PTA 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 XX

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 Hauser PTA, 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 Hauser PTA, except for meetings involving any material or substantial financial decisions or financial contributions

Adopted:

Date

Approved by:

Barbara Miralgio
District Director or designated representative of the
State Board of Managers

Hauser PTA President:

Mary Jo Robling

Hauser PTA Recording Secretary:

Tina Duve