

BYLAWS
Hauser Parent Teacher Organization
Riverside, 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 Hauser Parent Teacher Organization (the “Hauser PTO”) of District 96, Riverside, Illinois. It is an independent parent-teacher association. These bylaws shall be deemed to be a part of the Articles of Organization. Hauser PTO is incorporated under the laws of the State of Illinois.

ARTICLE II

****ARTICLES OF ORGANIZATION**

The Articles of Organization of Hauser 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

Hauser 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 Hauser PTO 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 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

OBJECTS

Section 1

The Objects of the Hauser 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 educate and support parents in their role as advocates for their child's education, and for the education of all children in the district;
- d. To facilitate communication between parents, principal, and school board.

Section 2

The Objects of the Hauser PTO 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 V.

****Section 3**

Hauser PTO 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 V

BASIC POLICIES

Section 1

The following are basic policies of Hauser PTO:

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

OFFICES

Hauser PTO 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 PTO may have other offices within or without the State as the Executive Board may from time to time determine.

ARTICLE VII

MEMBERSHIP AND DUES

Section 1

Hauser PTO shall make membership in Hauser PTO available without regard to race, color, creed, or national origin.

Section 2

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

Section 3

The membership year shall be July 1 through June 30. All Hauser teachers, staff, and parents/guardians of children attending Hauser Junior High are eligible for membership in the

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Hauser PTO. Fees for membership may be charged at a rate to be determined by the Executive Committee no later than one month prior to the commencement of the new membership year. Persons may hold membership in one (1) or more local PTO/PTA groups upon payment of all-inclusive dues as required by the bylaws of each local PTO/PTA group.

Section 4

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

Section 5

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

Section 6

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

Section 7

Hauser PTO may charge fees for items such as the District 96 School Calendar and the Hauser Student Directory to cover the costs of producing said items. The members of Hauser PTO Executive Committee shall determine the amount of the fees.

ARTICLE VIII

OFFICERS AND THEIR ELECTION

Section 1

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

Section 2

- a. The officers of Hauser PTO shall be a president or co-presidents, three (3) vice presidents, a recording 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 at the close of the meeting at which they are installed 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.

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- 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 PTO 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 PTO 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 PTO. 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 PTO 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 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 IX

DUTIES OF OFFICERS

Section 1

The president shall:

- a. Preside at all meetings of Hauser PTO, 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;

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- 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 Hauser PTO, the Executive Board, or the Executive Committee;
- f. Delegate the work of Hauser PTO 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 Presidents shall act as aides to the President(s) and shall in their designated order perform the duties of the President(s) in the absence or inability of the President(s) to serve.

1. The First Vice President shall be the Vice President of Communications and shall:
 - a. Oversee any committees involved in the production of Hauser PTO publications such as, but not limited to, the school directory and district calendar and assist the Second Vice President in the appropriate distribution of these publications;
 - b. Work closely with the publicity committee and the webmaster to assure quality communication within the organization and between the Hauser PTO and the Hauser Junior High School Community;
 - c. Produce or oversee the production of a monthly PTO newsletter;
 - d. Work with the President(s) to recruit committee chairs
 - e. Perform such other duties as may be delegated.
2. The Second Vice President shall be the Vice President of Member Services and shall:
 - a. Create and maintain a list of current members of the Hauser PTO;
 - b. Work with the President(s) to recruit committee chairs;
 - c. Collect membership/volunteer forms and compile committee lists to distribute to committee chairs;
 - d. Distribute committee folders to committee chairs as they are named, and collect folders after the conclusion of events, or at the end of the year for standing committees;
 - e. Distribute Hauser PTO publications with the assistance of the First Vice President;
 - f. Oversee the Hospitality Committee;
 - g. Perform such other duties as may be delegated.
3. The Third Vice President shall be the Vice President of Fundraising and shall:
 - a. Work with the President(s) to recruit committee chairs;
 - b. Work closely with all committees that raise funds for the Hauser PTO;
 - c. Chair a committee to track and analyze all fundraising activities of the organization to assure they promote the Objects of the Hauser PTO and conform to the organization's overall philosophies;
 - d. Develop new fundraising ideas when needed;
 - e. Serve as a member ex-officio of the Philanthropy Committee;
 - f. Perform such other duties as may be delegated.

Section 3

The recording secretary shall:

- a. Record the minutes of all meetings of Hauser PTO, the Executive Board, and the Executive Committee;
- b. Have a current copy of the bylaws and standing rules;
- 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 4

The treasurer shall:

- a. Receive all monies of Hauser PTO 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. File all documentation as required by the State of Illinois and the Internal Revenue Service in accordance with State and Federal law.

Section 5

The parliamentarian shall:

- a. Maintain a copy of the current bylaws and standing rules;
- b. Chair any committee created to review or revise the bylaws or standing rules of the Hauser PTO;
- c. Provide parliamentary advice to the president, the Executive Board, and the Executive Committee as requested.

Section 6

All officers shall:

- a. Perform the duties prescribed in the parliamentary authority of Hauser PTO in addition to those outlined in these bylaws and those assigned from time to time;

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- 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 by August 15, or upon completion of the audit.

ARTICLE X

MEETINGS

Section 1

Regularly scheduled meetings of Hauser PTO 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 PTO will be considered the annual meeting.

Section 3

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

****Section 4**

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

Section 5

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

Section 6

The bylaws of Hauser PTO shall prohibit voting by proxy.

ARTICLE XI

EXECUTIVE BOARD

Section 1

Hauser PTO shall establish an Executive Board.

Section 2

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

****Section 3**

A PTO member shall not serve as a voting member of Hauser PTO's Executive Board while serving as a paid employee of, or under contract to, this local PTO 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. Present reports and recommendations to the regular meeting of this organization;
- d. Approve routine bills within the limit of the budget.

Section 5

The Executive Board shall meet a minimum of two times during the membership year; once to assist in creating a budget to present to the membership at the September meeting, and at least once to review committees to ensure that committee work is advancing the Objects of the Organization.

Section 6

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 7

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 XII

EXECUTIVE COMMITTEE

Section 1

The Executive Committee of Hauser PTO 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.

Section 4

The Executive Committee shall create or dissolve standing and special committees as needed to ensure the advancement of the Objects of the Hauser PTO as spelled out in ARTICLE IV.

Section 5

The Executive Committee shall approve routine bills within the limits of the budget.

ARTICLE XIII

STANDING AND SPECIAL COMMITTEES

Section 1

Only members of Hauser 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 Committee shall create such standing committees, as it may deem necessary to promote the Objects and carry on the work of Hauser PTO. 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 PTO'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 PTO Executive Committee shall select an Auditor to audit financial records at the close of the fiscal year. The Auditor cannot be a member of the Executive Committee. Alternatively, the Executive Board may appoint an auditing committee of at least three (3) members 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.
- b. The Nominating Committee shall be constituted as prescribed in Article VI, Section 4.
- c. The Bylaws Committee shall be appointed, as needed, by the Executive Committee as prescribed in Article X, Section 3.
- d. 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.
- e. The Executive Board may create additional special committees or the membership as the need arises.

Section 7

The president shall be a member ex-officio of all 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 XIV

FISCAL YEAR

The fiscal year of Hauser PTO 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 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 XVI

AMENDMENTS

Section 1

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

ARTICLE XVII

INDEMNIFICATION

Section 1

Hauser 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 Hauser PTO), by reason of the fact that he or she is or was an officer of Hauser 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 Hauser 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 Hauser 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 Hauser 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 Committee, 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 XVIII

****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 XIX

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 PTO, 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 PTO, except for meetings involving any material or substantial financial decisions or financial contributions.

Adopted:

Date

Approved by:

Fran Sitkiewicz and Lisa Marciniak, Hauser PTO Co-Presidents

Hauser PTO Recording Secretary