

AMENDED AND RESTATED
BYLAWS - 2006-2007
Updated October 2019

HINSDALE MIDDLE SCHOOL PARENT TEACHER ORGANIZATION

ARTICLE I. NAME AND PURPOSE

1. The name of this organization is the Hinsdale Middle School Parent Teacher Organization (PTO), Hinsdale, IL. It is a local unit organized by the parents and teachers of the Hinsdale Middle School.

2. The PTO is organized exclusively for charitable, educational, and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. More specifically, the purpose of the PTO is to help facilitate working relationships between families, school administrators and teachers of HMS and further enhance the education and welfare of Hinsdale Middle School students.

ARTICLE II. OBJECTIVES

1. To enhance and support the school curriculum;
2. To provide linkage between teachers, administrators and the community at large to ensure that every child at HMS receives unsurpassed opportunities for learning;
3. To provide parent education through regular communications, general PTO meetings and special speakers;
4. To build a stronger school community; and
5. To help children identify their own interests and strengths.

Section 1. BASIC POLICIES

- a. The organization shall be noncommercial, nonsectarian, nonpartisan, non-profitable, and non-discriminating.
- b. The name or logo of the organization or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest, or for any purposes not appropriately related to the promotion of the objectives of the PTO.
- c. The PTO shall cooperate with the school administration to support the improvement of education in any way it deems necessary.
- d. The PTO shall not give or lend its support to any other organization that is religious based, partisan, and/or discriminatory in nature as defined/covered under local and/or federal law.

- e. All fundraising, committee and community service efforts shall align with the PTO objectives.

Section 2. CHILD WELFARE

The PTO shall cooperate with other organizations and agencies concerned with child welfare, but persons representing the PTO in such matters shall make no commitments that bind the organization, financially or otherwise.

Section 3. IMPROVEMENT OF EDUCATION

The PTO shall cooperate with the school to support the improvement of education but shall not interfere with the administration of its polices.

ARTICLE III. MEMBERSHIP AND DUES

1. Any Hinsdale Middle School parent, guardian, or faculty member may become a member of this PTO subject to compliance with the provisions of the bylaws. The PTO shall conduct an annual membership drive, but persons may be admitted to membership at any other time.
2. Each member shall have one vote.
3. Membership in the organization shall be made available to all parties mentioned without regard to race, color, religion, creed, sex, national origin, age, disability, marital status, veteran status or any other status protected by applicable law.
4. The membership year shall begin on the first day of the school year and end on the first day of the following school year. Persons who join during the membership year shall pay full dues for the current school year. Dues shall be determined by the President.

ARTICLE IV. EXECUTIVE BOARD

Section 1. The Executive Board will serve as the officers of the organization. The officers shall include a President, a Vice-President of Communications, a Vice President of Fundraising, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other officers as may be elected or appointed by the Members of the Organization. Any office may be shared by more than one individual (for example, as Co-Presidents or Co-Vice Presidents) with the authority and duties of the particular office as set forth in these by-laws. Duties are allocated between such individuals (officers) as they deem appropriate. Each officer has one vote.

- a. The officers shall be elected by a majority of the members present and voting at the annual meeting of the membership. If, at that membership meeting, there are no additional nominees from the floor, upon motion from the floor, the election may be made by voice.

- b. The new officers shall work with the present Board until the end of the school year to allow for a smooth transition. They shall assume their official duties on the last day of the school year and shall serve until the last day of the school year the following calendar year.
- c. Any officer may resign from such position by filing a written resignation with the Recording Secretary. Any officer may be removed by the members with a two-thirds vote of the Executive Board present and voting at a meeting of the organization if, in the judgment of the Executive Board, the best interest of the organization would be served thereby. Vacancies in any office occurring for any reason may be filled for the unexpired term by a person elected by a majority vote of the Executive Board.

Section 2. The Nominating Committee (as defined in Article VIII) shall present a slate of candidates for each office, selecting at least one nominee, but no more than two for each office. The slate will be presented to the Executive Board and the organization twenty-one (21) days before the election. Nominations may also be made from the floor following the report of the nominating committee at the general meeting held for this purpose. Only those who have consented to serve if elected and understand the responsibilities, as explained by the Nominating Committee, shall be eligible for the nomination by the committee or from the floor.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President(s) shall supervise all the business and affairs of the organization and shall:

- a. preside at all meetings of the organization and the Executive Board;
- b. be member(s), ex-officio, of all committees including the Nominating Committee only in cases when there is a President whose term will expire at the end of the school year (i.e. the outgoing President or Co-President);
- c. appoint special committees;
- d. communicate with the Principal and general membership, monthly;
- e. maintain the authority to sign any contracts or other instrument, which the Executive Board has authorized to be executed;
- f. coordinate the work of the officers and committees so that the organization's objectives may be accomplished;
- g. attend Executive Board meetings and regular meetings of the organization;
- h. serve as a member of the Budget Committee; and
- i. perform other duties that may be assigned by the Executive Board or necessary for the organization.

Section 2. The Vice President of Communications shall:

- a. oversee the PTO's electronic communications which includes, but is not limited to the use of any software to communicate news or announcements to the parent membership of HMS PTO, the weekly eBlast newsletter, the use of PTO-sanctioned social media platforms, and the use of direct email software to deliver ad hoc communications;
- b. oversee school publicity efforts;
- c. oversee editing of the electronic newsletter, including assisting in the creation or issuance of ad hoc communications for the newsletter;
- d. attend Executive Board meetings and regular meetings of the organization;
- e. correspond with administrators and other schools within or outside of the district;
- f. oversee PTO-related technology needs in the absence of a Vice-President, Technology;
- g. serve as a member of the Budget Committee; and
- h. perform other duties that may be assigned by the President, the Executive Board, or the organization.

Section 3. The Vice President of Fundraising shall:

- a. oversee all fundraising activities, advise the Board of Directors of the schedule for fundraising committee meetings, and provide support and assistance to such fundraising committees;
- b. attend Executive Board meetings and regular meetings of the organization;
- c. serve as a member of the Budget Committee; and
- d. perform such other duties as from time to time may be assigned to him or her by the Presidents, by the Members or by the Board of Directors.

Section 4. The Recording Secretary(s) shall:

- a. record and distribute the minutes of the general meetings of the organization;
- b. be custodian of all records of the organization, including minutes and current bylaws;
- c. attend Executive Board meetings and regular meetings of the organization;
- d. serve as a member of the Budget Committee; and

- e. perform such other duties as from time to time may be assigned to him or her by the Presidents, by the Members or by the Board of Directors.

Section 5. The Corresponding Secretary(s) shall:

- a. correspond on behalf of the organization, in each case with respect to such matters and in such manner as the President(s) or Executive Board shall determine to be necessary or appropriate;
- b. attend Executive Board meetings and regular meetings of the organization;
- c. serve as a member of the Budget Committee; and
- d. perform such other duties as from time to time may be assigned to him or her by the Presidents, by the Members or by the Board of Directors.

Section 6. The Treasurer(s) as Chief Financial Officer shall ensure continuity of the function; This office shall:

- a. receive all monies of the organization which shall be placed in a depository approved by the Executive Board;
- b. pay out funds in accordance with the approved budget as authorized by the organization;
- c. keep an accurate record of receipts and expenditures;
- d. present a written financial statement at every meeting of the organization and at other times as requested by the Executive Board;
- e. prepare an annual budget for the organization, which shall be approved by the members at the first general meeting; budget shall be posted for 21 days before voting;
- f. prepare annual reports as legally required, including the Federal Form 990;
- g. ensure the organization is in compliance with any legally mandated requirements needed to maintain the organizations not-for-profit status;
- h. direct budget or audit process as assigned;
- i. serve as a member of the Budget Committee; and
- j. perform such other duties as from time to time may be assigned to him or her by the Presidents, by the Members or by the Board of Directors.

Section 7. The Vice President of Technology, if elected, shall:

- a. support management of the subscriber database;
- b. oversee management of the website, ensuring all information is accurate and up to date;
- c. support organization technology needs and oversee technology vendor relationships, including the vendor that maintains, houses and protects the HMS PTO website, Signup Genius and PayPal;
- d. be the guardian of Knowledge Management, including the electronic storage of PTO institutional knowledge;
- e. attend Executive Board meetings and regular meetings of the organization;
- f. serve as a member of the Budget Committee; and
- g. perform such other duties as from time to time may be assigned to him or her by the President(s), by the Members or by the Executive Board.

ARTICLE VI. MEETINGS

Section 1. Regular meetings of this organization shall be held on the date and time fixed by the Executive Board, as stated in the calendar distributed to the membership at the beginning of the school year. Five (5) days written notice shall be given for any change of date or time.

Section 2. Special meetings may be called by the Executive Board as needed.

Section 3. At a regular meeting designated by the Executive Board as the year-end, annual meeting, the committee reports shall be given and the officers of the succeeding school year shall be elected.

Section 4. At least ten (10) members, including at least two (2) officers, must be present to constitute a quorum for the transaction of business at a regular meeting.

Section 5. The act of the majority of members present and voting at a regular meeting at which a quorum is present — shall be the act of the members, unless a greater percentage is required by these bylaws.

Section 6. All expenditures in excess of \$1000 over the budgeted amount, or any expenditures not budgeted, shall be approved only with consensus and vote of the Executive Board or by the members at a regular or special meeting.

ARTICLE VII. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the officers of the organization and the Principal of the school or his/her representative.

Section 2. The Executive Board shall be responsible for taking the following actions. At the Executive Board's election, it may designate a committee of members of the Executive Board to take any of such actions:

- a. transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization;
- b. create standing special committees;
- c. approve all contacts prior to signing; and
- d. approve appointment of auditor.

Section 3. Periodic meetings of the Executive Board shall be held. At least three (3) days notice shall be given to notify of any change to a meeting date. At least three (3) Executive Board Officers shall constitute a quorum.

Section 4. Special meetings of the Executive Board may be called by the President(s) or by a quorum of the Executive Board provided all members receive three (3) days notice.

Section 5. The act of the majority of the Executive Board present and voting at a meeting a which a quorum is present shall be the act of the Executive Board, unless a greater percentage is required by these bylaws.

ARTICE VIII. STANDING AND SPECIAL COMMITTEES

Section 1. The Executive Board shall create such standing committees as it may deem necessary to promote the objectives and carry out the work of the organization. The chairpersons of standing committees shall be selected by officers of the Executive Board for a term of one year.

Section 2. The chairpersons of each standing committee shall maintain a record describing the activities of the office. Each record shall contain a report of the activities/ accomplishments, and budget expenditures for each chairperson's committee for the year. These records shall be given to the succeeding chairperson at the end of each school year.

Section 3. There shall be a Nominating Committee consisting of two (2) outgoing officers from the Executive Board, the Principal or his/her representative, plus a maximum of one member from each of the elementary feeder schools. The committee shall elect its chairperson from one of its members.

Section 4. A Budget Committee shall be formed annually at the discretion of the Executive Board. The Budget Committee will meet prior to the first General PTO meeting to develop

the budget for the following year. The Budget Committee shall prepare and present to the Members for their approval by a majority vote at the first general meeting of the Members a budget for the next succeeding fiscal year of the Corporation. The Budget Committee of the Corporation shall be comprised of Executive Board then in office, whose terms will expire at the next succeeding June meeting of the Members, (b) the person then serving as the Principal of HMS, and (c) those persons slated to be elected at such May annual meeting to be the new officers of the Corporation commencing at such succeeding June meeting of the Members. The budget committee will be dissolved following the approval of the budget by the members. Any mid-year adjustments to the budget must be voted upon and approved by the Executive Board.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Members or the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specified instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members or of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Members or of the Board of Directors. In the absence of such determination by the Members or by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Members or the Board of Directors may select.

Section 5. Gifts. The Members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation in accordance with Community Consolidated District 181 Policy. The members may choose not to accept a gift from any donor or donors whose business interests are not in alignment with the mission and philosophy of the organization.

ARTICLE X. BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and key action items and decisions taken by the Board of Directors, and shall keep at the registered office of the Organization a record giving the names and addresses of the Members entitled to vote. All books and records of the

Organization may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The PTO fiscal year shall begin on July 1 and end on June 30.

ARTICLE XII. LIMITED LIABILITY

No Director or officer serving without compensation, other than reimbursement for actual expenses, of the Organization (if the Organization is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer, unless the act or omission involved willful or wanton conduct. No person who, without compensation other than reimbursement for actual expenses, renders service to or for the Organization (if the Organization is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

As used in this Article XI, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Act of the State of Illinois, 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.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern the organization in all cases in which they are applicable, providing they are not in conflict with these bylaws.

ARTICLE XV. AMENDMENTS

1. These bylaws may be amended at any regular meeting of the organization with a two-thirds majority vote of the members present and voting, provided that thirty (30) days written notice of the proposed amendment(s) has been made available to the members prior to the meeting.
2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws with a majority vote at a meeting of the organization or by a two-thirds

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(s).

ARTICLE XVI. DISSOLUTION

This organization may only be dissolved following a two-thirds vote in an Executive Board meeting. It will be required that the Executive Board provide thirty (30) days written notice of this action to all members of the organization for discussion at the next organization meeting. In order for this organization to be dissolved, an affirmative vote by two-thirds majority of those present in a general meeting is required. Final action and the notice of dissolution must include a plan for the disposition of all Hinsdale Middle School PTO assets and properties.

In the event of dissolution or final liquidation of the organization, the members shall tender, pay, and make provision for the payment of all lawful debts and liabilities of the organization, and distribute all remaining assets to a not-for-profit organization, an organization with similar goals and objectives, or an organization which may have been created to succeed the PTO organization.

REVISIONS: OCTOBER 2019

ADOPTED ON: NOVEMBER 8 2019

SIGNED: _____
PRESIDENT

SIGNED: _____
PRESIDENT

SIGNED: _____
VICE PRESIDENT

SIGNED: _____
VICE PRESIDENT

SIGNED: _____
TREASURER (CHIEF FINANCIAL OFFICER)

SIGNED: _____
RECORDING SECRETARY