

**AMENDED AND RESTATED BYLAWS
MONROE PARENT TEACHER ORGANIZATION**

ARTICLE I. NAME

The name of this organization is the Monroe Parent Teacher Organization (Monroe PTO) of Hinsdale. It is a local unit organized by the parents and teachers of Monroe School, Hinsdale, Illinois. The Monroe PTO is organized exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Federal tax code) (the "Code") including, for such exempt purposes as specifically noted below.

ARTICLE II. OBJECTIVES

- a) To foster relations between home and the school, so parents and teachers may communicate and cooperate in regards to the education of the students.
- b) To act as a liaison between educators and the general public when necessary, with regard to educational needs.
- c) To offer supplemental educational programs directed toward the students, parents and teachers and to improve the school environment in which they work and play.
- d) To build a stronger school community.

ARTICLE III. BASIC POLICIES

- a) The Monroe PTO shall be noncommercial, non-sectarian, non-partisan and non-profitable and no part of the net earnings of the Monroe PTO shall inure to the benefit of, or be distributable to, any of its Members, Directors, officers or other private persons except that the Monroe PTO shall be authorized and empowered to pay reasonable compensation for services rendered to it or for its benefit and to make payments and distributions in furtherance of the purposes set forth herein.
- b) The Monroe PTO shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements) 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.
- c) 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 promotion of the objectives of the organization.

d) The Monroe PTO shall work with Monroe Elementary School to provide quality education for all children attending Monroe Elementary School in any way it deems necessary and may cooperate with other organizations and agencies concerned with child welfare. Notwithstanding any other provisions of these bylaws, the Monroe PTO shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501(c)(3) of the Code or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV MEMBERSHIP AND DUES

Section 1. Membership shall be made available to parent(s)/guardian(s) whose children currently attend Monroe School and to the teaching faculty of Monroe School. These parent(s)/ guardian(s) shall herein be referred to as “members”.

Section 2. Each member shall have one vote.

Section 3. Membership in this organization shall be made available without regard to race, color, creed or national origin, under such rules and regulations not in conflict with the provisions of these bylaws.

Section 4. This local organization shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 5. 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 dues for that year.

Section 6. Only a dues paying member of this local organization shall be eligible to vote at its business meetings or to serve in any of its elective or appointive positions.

ARTICLE V. OFFICERS AND THEIR ELECTION

Section 1. The officers of this organization shall consist of the following: (i) two (2) Co-Presidents (ii) two (2) Co-Vice-Presidents, (iii) a Vice-President of Communication, (iv) a Treasurer, and (v) an Assistant Treasurer.

a) The officers shall be elected by written ballot annually by a majority of the members present and voting at the year-end annual meeting of the membership. If at that membership meeting there is only one nominee for any office, upon motion from the floor, the election may be by voice.

b) The newly elected 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

school, the following year. The Treasurer shall close out the current fiscal year and prepare financial documents for the tax accountant. The Assistant Treasurer will assume official duties on the first day of the fiscal year.

c) An officer shall not be eligible to serve more than two consecutive terms in the same office.

Section 2. There shall be a Nominating Committee consisting of at least five (5) but no more than seven (7) members, two (2) of whom shall be outgoing officers from the Executive Board, the principal or his/her representative and at least two (2) from the membership, which can be made up of current officers or parent volunteers. The nominating committee shall elect its chairperson from one of its own members.

Section 3. The nominating committee shall present a slate of candidates for each office. The nominating committee shall select at least one nominee, but no more than two, for each office. The slate will be reviewed by the Executive Board and presented to its members a minimum of fourteen (14) days before the election at the year-end annual meeting. Nominations may also be made from the floor following the report of the nominating committee at the general meeting or via electronic and/or written notification to the membership. 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 either by the committee or from the floor.

Section 4. Any officer may resign from such position by filing a written resignation with the Vice President of Communications. Any officer may be removed by the members by a two-thirds vote of members present and voting at a meeting of the organization if, in the judgment of the members, the best interests 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.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. Co-Presidents. The Co-Presidents shall serve a one-year term following their year as Co-Vice Presidents. They shall supervise all of the business and affairs of the organization; preside at all meetings of the organization and the Executive Board; be members, ex-officio, of all committees except the nominating committee (unless so appointed); appoint special committees; perform other duties that may be assigned them by the Executive Board or the organization; and coordinate the work of the officers and committees so that the organization's objectives may be accomplished. The authority and duties of the office of co-president shall be allocated between the Co-Presidents as they deem appropriate. Either Co-President may sign, with any other officer of the organization authorized by the Executive Board or the member, any contracts or

other instruments which the members or the Executive Board have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the members, the Executive Board, or by these bylaws to some other officer of the organization, or shall be required by law to be otherwise signed or executed.

Section 2. Co-Vice Presidents (“Co-VPs”). The Co-VPs shall serve a one-year term prior to becoming Co-President. They shall act as aides to the Co-Presidents; act as liaison for all standing committees to the Executive Board; perform other duties that may be assigned them by either Co-President, the Executive Board or the organization; and be prepared to assume the office of Co-President when the current Co-Presidents’ term is completed. The authority and duties of the office of Co-VP shall be allocated between the Co-VPs as they shall deem appropriate.

Section 3. Vice President of Communications (“VP of Communications”) The VP of Communications shall serve a one-year term. They shall have ownership of the overall PTO communication plan with other parents and the school. They shall serve as the webmaster for the PTO website. They shall record the minutes of all meetings of the organization and the Executive Board; conduct correspondence of the organization as directed; shall be custodian of all records of the organization; attend Executive Board meetings and regular meetings of the organization; and perform other duties that may be assigned the VP of Communications by either Co-President, the Executive Board or the organization.

Section 4. Treasurer. The Treasurer is the financial officer of the organization and shall serve a one-year term, following the completion of one year as Assistant Treasurer.

a) The Treasurer shall keep an accurate record of receipts and expenditures and pay out funds in accordance with the approved budget as authorized by the organization; attend Executive Board meetings and regular meetings of the organization; and perform other duties that may be assigned to the treasurer by either Co-President, the Executive Board, or the organization.

b) The Treasurer shall present a written financial statement at every meeting of the Members and at other times as requested by the Executive Board and make a full report at the year-end annual meeting. In addition, the treasurer shall present a cash-roll forward statement every quarter to the officers.

c) The Treasurer shall annually present the accounts of the organization to a tax professional who will prepare federal and state filings for the organization. In the event of an audit, the Treasurer will present such accounts and supporting documentation for further examination by an auditor.

d) The Treasurer shall ensure the organization is in compliance with financial information or procedures required for insurance purposes.

e) All moneys shall be placed in a depository approved by the Executive Board.

Section 5. Assistant Treasurer. The Assistant Treasurer shall serve a one year term and shall be prepared to assume the office of Treasurer when the current Treasurer's term is completed.

- a) The Assistant Treasurer shall receive all monies of the organization which shall be placed in a depository approved by the Executive Board;
- b) The Assistant Treasurer, with the assistance of the Treasurer, shall be responsible for preparing an annual budget for the organization, which shall be approved by the members at the year-end annual meeting;
- c) Perform other duties that may be assigned by the Co-Presidents, by the Executive Board, or the organization.

ARTICLE VII. 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 days written or electronic notice shall be given of any change of date or time.

Section 2. Special meetings may be called by the Executive Board. Five days written or electronic notice shall be given.

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

Section 4. At least ten members, including at least two officers, must be present to constitute a quorum for the transaction of the business of this organization.

Section 5. The act of the majority of the members present and voting at a 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. Any expenditure of \$400 over the budgeted amount, or any expenditures not budgeted, shall be approved by the members at a regular or special meeting.

ARTICLE VIII. EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the officers of the organization, the principal of the school or his/her representative and a representative of the teaching faculty of the school.

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) Transaction necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization.
- b) Create standing committees;
- c) Approve plans of work of the standing committees;
- d) Approve expenditures up to the limit of the budget and any adjustments to the budget in accordance with Article VII, Section 6.
- e) Approve all contracts prior to signing.

Section 3. Regular meetings of the Executive Board shall be held. At least three days notice shall be given if there is a change of the regular meeting date. A majority, including at least two officers, shall constitute a quorum.

Section 4. Special meetings of the Executive Board may be called by either Co-President or by a quorum of the Executive Board provided that all members receive three days notice.

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

ARTICLE IX. 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 the officers of the organization for a term of one year.

Section 2. The chairpersons of each standing committee shall present a plan of work to a member(s) of the Executive Board for approval. The chairperson of each standing committee shall coordinate with the succeeding chairperson at the end of each school year and, to the extent possible, provide them with any records, reports, or budget expenditures for the year.

Section 3. Special committees may be created by the Executive Board.

ARTICLE X. REPRESENTATION

Upon the approval of the Executive Board, this organization may become a member of any community group (e.g., Hinsdale Community Caucus, the Hinsdale Area Youth Commission, etc.), provided that such membership is consistent with the objectives of this organization.

ARTICLE XI. FISCAL YEAR

The fiscal year shall begin on August 1 and end on July 31.

ARTICLE XII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIII. AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the organization by a two-thirds majority vote of the members present and voting provided that thirty (30) days written notice of the proposed amendment shall have been distributed to members prior to the meeting.

Section 2. 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 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.

ARTICLE XIV. DISSOLUTION

This organization may dissolve if a thirty (30) day written notice of this action is given by the Executive Board to all members for discussion at the next organization meeting. The notice of dissolution must include a plan for the disposition of all Monroe PTO assets and properties. Final action shall be taken at the following organization meeting and such action shall require the affirmative vote of two-thirds of the members present and voting.

In the event of dissolution of 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 Monroe PTO.

ARTICLE XV. 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, "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.

ADOPTED April 2005

REVISIONS

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