

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

ARTICLE I: NAME

Section 1: The name of this organization shall be the "Washington Irving Parent-Teacher Organization of Oak Park" and herein after referred to as the PTO. The address of record is % Washington Irving Elementary School, 1125 S. Cuyler Ave., Oak Park, IL 60304.

ARTICLE II: GOALS

Section 1: The goals of the PTO shall be:

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

ARTICLE III: POLICIES

Section 1: The Washington Irving PTO of Oak Park is organized under section 501(c)3 of the Internal Revenue Code and shall be governed by the rules and regulations as such, or to the corresponding section of any applicable federal and Illinois state tax code.

Section 2: The policies of this organization shall be noncommercial, nonsectarian and nonpartisan in accordance with 501(c)3 regulations.

Section 3: The purpose of this organization shall be educational, social and supportive of the staff and programs of Washington Irving Elementary School, Oak Park, IL. This organization shall not seek to direct the technical or administrative activities of the school or school district. This provision shall not be construed to limit the right and privilege of petition, debate, or discussion or the making of recommendations to school authorities by individual members.

ARTICLE IV: MEMBERSHIP

Section 1: Any parent, guardian or person having custody of a child enrolled at Washington Irving Elementary School and all members of the faculty and staff of the school are members of the PTO.

Section 2: There shall not be membership dues.

Section 3: This PTO shall be a member of the Council of the Parent-Teacher Organizations of Oak Park (PTO Council).

ARTICLE V: OFFICERS, THEIR ELECTION AND TERMS OF OFFICE

Section 1: Officers of the PTO shall be:

- President or Co-Presidents
- 1st Vice-President (General)
- 2nd Vice-President (Volunteers)
- 3rd Vice-President (Communication)
- Secretary or Co-Secretaries
- Treasurer or Co-Treasurers

Section 2: Only members of the PTO will be eligible for election or appointment to office or can become chairpersons of PTO committees.

Section 3: Officers shall be elected for a two-year term. No person shall be eligible to succeed him/herself to the same office for more than two terms. Exceptions may be made in cases where a position remains vacant and the current officer chooses to remain until a replacement

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is found. Exceptions must be approved by the membership at the meeting when elections are held.

Section 4: Nominations shall be made by a Nominating Committee consisting of at least three members, one of whom shall be the Principal (or his/her representative). The Co-Presidents shall appoint the Nominating Committee, with the advice and consent of the Executive Board, at the February PTO meeting. Nominations will be made by the Committee at the April PTO meeting, at which time nominations may also be taken from the floor, and those nominations will be accepted by the general membership.

Section 5: An election should occur at the second-to-last PTO meeting. When there is more than one candidate for an office, the election shall be by ballot with a simple plurality of the membership present required for election.

Section 6: The newly elected officers shall be installed at the last PTO meeting of the school year and shall assume their responsibilities at that time.

Section 7: In the event of resignation or departure of a Co-President, that office shall be filled by election by the general PTO membership. Nominations will be taken at the PTO meeting immediately following the vacancy. An election will occur at the next meeting following the nominations. All other vacancies in any other office shall be filled by appointment of the Co-Presidents with the advice and consent of the Executive Board, and the appointed officer shall serve for the balance of the unexpired term.

Section 8: Officers can be removed from office with just cause or special circumstances by a two-thirds vote of those present (assuming a quorum) at a regularly scheduled PTO meeting. Public, written notice shall be given in advance for such a vote and shall include reasons for the removal. The officer must be given reasonable opportunity to answer charges against him/her. Reasons for removal of an officer include, but are not limited to, an inability to fulfill the obligations and commitments of the position, and/or if the officer has acted in a manner that is contrary to the PTO goals and/or By-laws.

ARTICLE VI: DUTIES OF OFFICERS AND EXECUTIVE BOARD

Section 1: The Co-Presidents shall preside at all PTO and Executive board meetings; shall appoint the chairpersons of all committees following the recommendations of the Executive Board; shall be the representative to the PTO Council; and shall perform all other duties of the office.

Section 2: The 1st Vice-President shall act in a general capacity according to direction from the Co-Presidents; shall assume the duties of the Co-Presidents on their absence or inability to act; and shall assume the duties of the Co-Presidents, when a vacancy occurs for any reason until a successor is elected. The 1st Vice-President shall perform all other duties of the office.

Section 3: The 2nd Vice-President shall coordinate and act a liaison to the chairpersons and other volunteers, and shall perform all other duties of the office.

Section 4: The 3rd Vice-President shall organize, solicit information and produce the PTO's communications and event materials. The 3rd Vice-President shall coordinate and ensure timely posting of current information on the PTO's website and other relevant media outlets, and shall perform all other duties of the office.

Section 5: The Co-Secretaries shall keep an accurate and permanent record of all PTO and Executive Board meetings, all votes cast by the Executive Board and general membership, and shall perform all other duties of the office.

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Section 6: The Co-Treasurers shall receive all monies of the PTO, shall keep an accurate record of all financial transactions, including receipts and expenditures, and shall pay out funds only in such manner as authorized by the Executive Board and/or the general membership of the PTO. The Treasurer will also be responsible for informing the Executive Board and general membership of any material changes in Federal or State legislation that could have an impact on how this PTO handles its various activities. All of the responsibilities of the Treasurer must be fulfilled before the PTO's finances are turned over to his/her successor. The Co-Treasurers shall perform all other duties of the office.

Section 7: The Executive Board shall consist of the officers of the PTO, the Principal and a Faculty Representative. The Executive Board shall advise the Co-Presidents and consent to the appointment of officers to complete an unexpired term and to his/her appointments of chairpersons of standing committees. Meetings of the Executive Board may be called by the Co-Presidents or by a majority of the Executive Board members. The Co-Presidents shall report to the general membership about business conducted at any Executive Board meeting.

Section 8: The retiring President shall become an ex-officio member of the Executive Board for one year following their term if they remain a member of the PTO.

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

ARTICLE VII: MEMBERSHIP MEETINGS

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

Section 2: Membership meetings shall be open to the general public. Making motions and voting shall be limited to members of the PTO. The Co-President may dismiss non-members from a PTO meeting if there is due cause.

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

ARTICLE VIII: STANDING COMMITTEES

Section 1: There shall be standing committees to promote the goals and interests of the PTO. They shall be created by the Co-Presidents with the advice and consent of the Executive Board.

Section 2: Chairpersons of all standing committees and special committees shall present reports as needed to the PTO.

Section 3: The standing committee chairperson has authority to use funds made available to that committee through the approved budget. All financial policies and procedures shall be followed.

Section 4: Any standing committee chairperson shall serve for no more than two consecutive years on the same committee as chairperson except with approval of the Executive Board. It is recommended that every chairperson recruit and prepare their successor one year before his/her resignation.

Section 5: The meeting times of the standing committees shall occur as often as necessary. They will keep a record of their activities and make a report to the general membership when appropriate.

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ARTICLE IX: FINANCES

Section 1: The fiscal year shall start on July 1 and end on June 30.

Section 2: The annual budget shall be drafted over the summer by the Executive Board as led by the Treasurer, and approved by a majority vote of members at the first general PTO meeting of the school year.

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

Section 4: The Executive Board will be responsible for the review and approval of new expenditures up to \$500. These expenses will be reported to the general membership during a scheduled PTO meeting.

Section 5: The PTO membership must approve all new expenditures of \$500 or more, with the approval and recommendation of the Executive Board. These expenditures shall be communicated to the membership within a reasonable time period before their discussion and vote.

Section 6: The Co-Treasurers shall keep accurate records of any disbursements, income, and bank account transactions. The Co-Treasurers shall present a statement of accounts at every PTO meeting.

Section 7: No major project involving PTO funds shall be undertaken without approval of the Executive Board.

Section 8: The Committee Chairperson shall approve all expenses of their committee.

Section 9: Two authorized signatures shall be required on each check issued by the PTO of \$2500 or more. Authorized signers shall be a President and a Treasurer.

Section 10: All PTO finances and financial procedures shall be independently reviewed by a neutral party qualified to conduct financial reviews of not-for-profit organizations. This reviewer will be appointed by the Executive Board. Financial reviews will be conducted every other year between the end and beginning of the school year.

Section 11: The PTO will have copies of its IRS Form 1023, (nonprofit tax-exempt status), By-laws and Constitution, as well as the most recent three years of annual report returns (such as IRS Form 990 or 990EZ) available for review by PTO members when requested.

Section 12: The PTO will retain financial records for a period of seven years and non-financial records for three years. Older records will be disposed of in a manner suitable for confidential financial documents. This shall hold true for paper and electronic documents, or any media format. Documents that shall be retained permanently include, but are not limited to, By-laws and Constitution, IRS letter of determination and State of Illinois tax exempt documentation.

Section 13: The majority of funds raised by the PTO shall be disbursed by the end of the fiscal year. Some funds may be held for operating expenses for the following year or allocated in accordance with the PTO's mission per the approval of the Executive Board and general membership.

ARTICLE X: PARLIAMENTARY AUTHORITY

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Section 1: *Robert's Rules of Order Revised* shall govern this PTO in all cases to which they are applicable and in which they are not in specific conflict with these By-laws.

ARTICLE XI: AMENDMENTS

Section 1: This By-laws and Constitution may be amended at any regular meeting of the PTO by a two-thirds vote of the members present. Proposed amendments must be presented to the general membership for their consideration at least one month before voting takes place.

ARTICLE XII: CONFLICT OF INTEREST

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

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

Section 3: Non-solicitation. Members of the PTO shall not use nor share any PTO list of members, participants, partners, or supporters for non-PTO purposes.

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

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

Section 1: The members, committee chairpersons, and Executive Board officers of the PTO, and their private property, shall not be liable in any manner for PTO debts, obligations, undertakings or liabilities, and the members, directors, and officers and employees shall be exempted from and indemnified against any personal expenses, losses, or liabilities which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the organization's property or funds, or by reason of any acts of commission or omission on their part in the conduct of the organization's affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of the organization's agents, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner. No non-member dealing with the members, committee chairpersons, and Executive Board officers of the PTO shall be under any obligation to inquire into their power or authority or into the validity, expediency or propriety of their actions, decisions or transactions or to see to the proper application of money or property paid over or transferred to the organization.

Section 2: The incorporated group called The Washington Irving PTO of Oak Park shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member, committee chairperson, or Executive Board officer or agent(s) of the organization, against expenses

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(including attorneys fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding to the full extent permitted by the State of Illinois law, upon such determination having been made as to his/her good faith and conduct as is required by said Act. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the organization in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Executive Board in accordance with the provisions of the Act, upon receipt of an undertaking by or on behalf of the members, committee chairpersons, and Executive Board officers or agent(s) to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by this PTO.

ARTICLE XIV: DISSOLUTION

Section 1: Upon the dissolution of the organization any remaining funds should be used to pay any outstanding financial obligations and with the membership's approval spent for the benefit of the school or another not-for-profit organization with similar mission in accordance with applicable federal and state regulations.

ARTICLE XV: CONCLUSION

Section 1: This By-laws and Constitution shall remain in force after its formal adoption unless amended as specified in herein.

Revised June, 1982

Revised & Approved May, 1991

Revised & Approved August, 1994

Revised & Approved November, 1998

Revised & Approved April, 2006

Revised & Approved October, 2006

Revised & Approved June, 2008

Revised & Approved October, 2014