

# **THE BYLAWS AND CONSTITUTION OF THE WASHINGTON IRVING PARENT-TEACHER ORGANIZATION OF OAK PARK**

## ARTICLE I: NAME

The name of this organization shall be the "Washington Irving Parent-Teacher Organization of Oak Park" and hereinafter referred to as the PTO.

## ARTICLE II: GOALS

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 tax code.

Section 2: The policies of this organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 3: The purpose of this organization shall be educational, social, and supportive of the staff and programs of Washington Irving School. This organization shall not seek to direct the technical activities of the school nor to control its policies. This provision shall not be construed to limit in any manner the exercise of the right and privilege of petition, debate, or discussion or the making of recommendations to school authorities by individual members.

Section 4: Funds raised by this organization shall be used for the sole benefit of the Irving School community, unless an alternate use is specified and publicized prior to the fundraising event.

Section 5: Board members can only receive reimbursement for reasonable expenses and costs incurred in carrying out their board responsibilities. If a board member also provides services via an approved academic enrichment program, compensation can be paid but the board member should not participate in setting his or her compensation.

Section 6: Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any applicable federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code. The organization shall not participate or intervene in any political campaign on behalf of a candidate for public office.

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Section 7: The Washington Irving PTO of Oak Park will have copies of its IRS Form 1023, which provides the said organization with its nonprofit tax-exempt status, by-laws and constitution, as well as the most recent three years of annual informational returns (such as IRS Form 990 or 990EZ) available for public review when requested.

Section 8: This PTO shall be a member of the Council of the Parent-Teacher Organizations of Oak Park (PTO Council).

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

Section 4: Only those persons qualifying as members of this PTO may vote on PTO affairs in elections.

**ARTICLE V: OFFICERS, THEIR ELECTION AND TERMS OF OFFICE**

Section 1: Officers of the PTO shall be:

- Co-Presidents
- Co-Vice-Presidents (Communications and Marketing)
- Vice-President (Fundraising/Volunteers)
- Vice-President (Diversity and Inclusion)
- Co-Secretaries
- Co-Treasurers

Section 2: 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 may remain vacant and the current officer chooses to remain until a replacement is found. Exceptions must be approved by the membership at the meeting when elections are held.

Section 3: Nominations will be presented 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 4: 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 5: The newly elected officers shall be installed at the last PTO meeting of the school year and shall assume their responsibilities at that time, with the exception of the Treasurer. The newly elected Treasurer shall assume fiscal responsibilities at the start of the fiscal year. The

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newly elected and outgoing Treasurers shall overlap positions from the last PTO meeting until the start of the fiscal year.

Section 6: In the event of resignation or departure of the 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 President, or Co-Presidents, with the advice and consent of the Executive Board, and such officer so appointed shall serve for the balance of the unexpired term.

Section 7: 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.

Section 8: In the event that elections cannot occur (due to extraordinary circumstances beyond the control of the PTO board), the PTO board shall hold elections as soon as possible after the deadline and also hold nominations open past the deadline if necessary.

**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 Co-Vice-Presidents (of Communications and Marketing) shall act in a general capacity according to direction from the President or Co-Presidents; shall assume the duties of the President, or Co-Presidents, on his/her absence or inability to act; and shall assume the duties of the President, or Co-Presidents, when a vacancy occurs for any reason until a successor is elected. The Co-Vice-Presidents (of Communications and Marketing) shall organize, solicit information and produce the PTO's communications and event materials. The Co-Vice-Presidents (of Communications and Marketing) 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 3: The Vice-President (of Fundraising/Volunteers) shall coordinate and act a liaison to the chairpersons and other volunteers, and shall perform all other duties of the office.

Section 4: The Vice-President (of Diversity and Inclusion) shall represent and act as a liaison with the Irving Diversity and Inclusion committee and shall perform all other duties of the office.

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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.

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, which 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: 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 his/her term.

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 President or 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 minimum of 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 such standing committees created by the President, or Co-Presidents, with the advice and consent of the Executive Board as may be required to promote the goals and interests of the PTO.

Section 2: Chairpersons of all standing committees and special committees shall present reports as needed to the PTO and no major project shall be undertaken without approval of the Executive Board.

Section 3: All event receiving PTO funds must open and publicized to the entire Irving Community. In the occurrence that an event is not open to the entire Irving Community, event approval should be given by the Executive Board.

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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 or Co-Treasurers, and approved by a majority vote of members at the first general PTO meeting of the school year.

Section 3: The Executive Board will be responsible for the review and approval of new expenditures outside approved budget line items up to \$1,000. These expenses will be reported to the general membership during a scheduled PTO meeting.

Section 4: The PTO membership must approve all new expenditures outside approved budget line items above \$1000, 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. For emergent issues that cannot wait until the next PTO meeting for approval, the PTO Executive Board has the authority to provide expedited approval.

Section 5: The Treasurer or Co-Treasurers shall keep accurate records of any disbursements, income, and bank account transactions. The Treasurer or Co-Treasurers shall present a statement of accounts at every PTO meeting.

Section 6: PTO funds shall not be disbursed without a valid invoice from a vendor or receipt for incurred expenses. Requests for funding should be received a minimum of two weeks prior to the event to ensure direct payment to the vendors. All requests received less than two weeks in advance will be in the form of a reimbursement, and will require a reimbursement form.

Section 7: The Committee Chairperson shall approve all expenses of their committee.

Section 8: Two authorized signatures shall be required on each PTO check over the amount of \$5,000. Authorized signers shall be a President and Treasurer.

Section 9: 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 10: The funds of the PTO are generated by activities, programs, and general donations. There shall not be membership dues.

Section 11: 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.

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Section 12: 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 X: PARLIAMENTARY AUTHORITY**

*Roberts 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 Bylaws.

**ARTICLE XI: AMENDMENTS**

This Bylaws 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: STANDING COMMITTEES**

Section 1: There shall be Standing Committee Chairpersons who are appointed by the President to promote the objectives and interests of the organization as stated in Article II of these bylaws.

Section 2: 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 3: 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 4: 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.

**ARTICLE XIII: 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

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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 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 XIV: NON LIABILITY 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 person 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 (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.

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ARTICLE XV: EXTRAORDINARY CIRCUMSTANCES

If an unforeseeable and unavoidable event occurs beyond the reasonable control of the PTO, such as an epidemic, human disaster, natural disaster, or scarcity of energy supplies or energy resources, the PTO reserves the right to alter or delay operations with a two-thirds vote of the membership. For emergent issues that cannot wait until the next PTO meeting for approval, the PTO Executive Board has the authority to provide expedited approval. Where a time-sensitive issue is scheduled to be reviewed, the health and safety of the membership should be prioritized.

ARTICLE XVI: CONCLUSION

This Bylaws and Constitution shall remain in force after its formal adoption unless amended as specified in Article XI herein.

Revised  
June, 1982

Revised & Approved  
May, 1991

Revised & Approved  
August, 1994

Revised & Approved  
November, 1998

Revised & Approved  
October, 2006

Revised & Approved  
April, 2006

Revised & Approved  
June, 2008

Revised & Approved  
June, 2018

Revised & Approved  
May, 2019

Revised and Approved  
May, 2020