Beye School PTO

Bylaws

William Beye Elementary School
230 N. Cuyler Ave.
Oak Park, IL 60302

Article I. Name and Use of Logos

Section 1: The name of this corporation is the **Beye School PTO**. The Corporation may do business under the name "**Beye PTO**," "**Beye School Parent-Teacher Organization**," "**Beye Parent-Teacher Organization**," or such other fictitious business name as may be approved by the Corporation's Board of Directors.

Section 2: The Corporation shall not conduct business, or represent itself in any way, in whole or in part, under the name of "Oak Park School District 97," "William Beye Elementary School," or "Bobcats."

Section 3: The Corporation shall not use any logo attributable to Oak Park School District 97 or William Beye Elementary School to represent the Corporation.

Article II. Objectives and Purpose

The primary purpose of this corporation shall be to promote the welfare and educational interests of all children attending William Beye Elementary School, and all employees of William Beye Elementary School, and to carry on other charitable activities associated with these purposes as allowed by law.

Article III. Policies

This corporation shall be a nonprofit corporation and is not organized for the private gain of any person.

Section 1: The corporation shall be organized and operated exclusively for the charitable purposes set forth in Article II hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2: Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Article IV. Registered Offices and Registered Agents

The address of the initial registered office in the State of Illinois and the name of the initial registered agent of the Corporation at such address are set forth in the Articles of Incorporation. The Corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Illinois as is required by law.

Article V. Business Offices

The Corporation shall have such offices either within or outside the State of Illinois and within or outside the United States, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Article VI. Members

Section 1: Admission of Members

(a) Any person who is a parent or legal guardian of one or more children actively enrolled in William Beye Elementary School shall be automatically admitted as a member of the Corporation.

(b) Any person who is presently an employee of Oak Park School District 97 and is assigned to work at William Beye Elementary School shall be automatically admitted as a member of the Corporation.

(c) Any person who is presently an employee of William Beye Elementary School shall be automatically admitted as a member of the Corporation.

Section 2: Withdrawal and Termination of Membership Status

(a) Members may withdraw from membership in the Corporation at any time upon ten (10) days written, signed notice delivered to an officer of the Corporation.

(b) A member's membership shall be automatically terminated upon the occurrence of any event causing such member to no longer qualify as a member in accordance with Section 1(a)-(c) of this Article.

(c) Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After withdrawal of the membership of any member, such former member may resume membership upon written, signed notice delivered to an officer of the Corporation. After termination of the membership of any member, such former member will be automatically reinstated upon the occurrence of any event causing such former member to qualify as a member in accordance with Section 1(a)-(c) of this Article.

Section 3: Voting Rights of Members

(a) Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members, except as may be otherwise provided in the General Not For Profit Corporation Law of the State of Illinois.

(b) Certain powers of the Corporation shall be specifically reserved to the members, and these powers shall only be exercised by action of a majority of the voting members. These powers are enumerated as follows:

  (1) Election of members to the Board of Directors, with the exception of the directorship held by the Principal of William Beye Elementary School.

  (2) Approval of an annual budget for the Corporation.

  (3) Approval of amendments to the bylaws of this corporation.

  (4) Approval of single item net expenditures in excess of five percent (5%) of the approved annual budget not already included as part of the approved annual budget.

Article VII. Directors

Section 1: Powers

The Corporation shall have a Board of Directors (referred to, in these bylaws, as the "Board"). The business affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things, as are not by statute or by these bylaws specifically reserved to the members. The Board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the Corporation, and shall have the sole power to, among other things, appoint Officers to the Corporation and determine a budget for the Corporation to be approved by the members (including the budget of any committee).

Section 2: Number and Qualifications

(a) The Board shall have not less than seven (7) directors and no more than eleven (11) directors. The precise number of authorized directors shall be set within these limits by an affirmative vote of a majority of directors then in office.

(b) Only persons who meet the requirements for membership in the Corporation, as established in Article VI of these bylaws, may serve as directors of this corporation.

(c) Persons elected to the Board who fail to meet membership qualifications pursuant to Section 2(b) of this Article shall vacate their position on the Board immediately.

Section 3: Classes of Directors

(a) The Board shall be divided into three (3) classes designated as Class I, Class II, and Class III consisting of a number of members (each a "Director") serving for terms as provided in this Section 3. All Directors shall have the same rights and obligations, and all Directors shall have one vote.

(b) Class I Directors shall consist of one (1) Director who shall be the Principal of William Beye Elementary School and shall serve as Director upon their appointment to the position of Principal of William Beye Elementary School and until they no longer hold that position, or their resignation, removal or death.

(c) Class II Directors shall consist of one or more Directors who qualify for membership in this corporation under Article VI Section 1(b)-(c) and who are not the Principal of William Beye Elementary School. Class II Directors shall be elected for successive terms ending at the annual meeting of the members and until his or her successor is elected and qualified. The term for Class II Directors shall be one (1) year.

(d) Class III Directors shall consist of a number of Directors that is at least three (3) more than the number of members of Class I and Class II Directors combined and who qualify for membership in this corporation under Article VI Section 1(a). Class III Directors shall be elected for successive terms ending at the annual meeting of the members and until his or her successor is elected and qualified. The term for Class III Directors shall be one (1) year.

Section 4: Duty of Care and Loyalty

(a) It is the obligation of each director of the Corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of a committee of the Board on which a director may serve.

(b) In the administration of the powers to make and retain investments and to delegate investment management of corporate funds, the Board shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purpose, its present and anticipated financial requirements, expected total return on investments, price level trends, and general economic conditions.

Section 5: General Duties

It shall be the duty of directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation of this Corporation, or by these bylaws;

(b) Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;

(c) Meet at such time and place as required by these bylaws; and

(d) Register their address, phone and facsimile numbers, and electronic mail ("e-mail") addresses with the Secretary of the Corporation. Notices of meetings delivered or telephoned to them at such addresses shall be valid notices thereof. Notices of meetings delivered by facsimile, e-mail, or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her consent to receive notice by such means.

Section 6: Restrictions Regarding Interested Directors

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An “interested person” is:

(a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a director as director. For purposes of this definition, compensation means payment as a full or part-time employee, an officer, a contractor, a vendor, or otherwise.

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 7: Compensation

Members of the Board shall not be compensated for their duties as directors. Directors may be compensated for service as an officer, functionary, employee, or contractor of the Corporation unless otherwise provided in the Articles of Incorporation.

Section 8: Loans to Officers and Directors

(a) The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expense by such Corporation.

(b) The provisions of this section do not apply to:

    (1) The payment of premiums in whole or in part by the Corporation on a life insurance policy on the life of a director or officer so long as repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

Section 9: Insurance for Corporate Agents

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or other agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

Section 10: Self-Dealing

The Corporation shall not enter into any contract or transaction with any (i) director of the Corporation, (ii) officer of the Corporation, or (iii) corporation, firm, association, or other entity in which one or more of this Corporation's directors or officers are directors or officers or have a material financial interest, or in which any of these parties are or will be directly or indirectly interested, unless:

(a) Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(1) The material facts as to the director's or officer's relationships or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the members; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee or the members.

(b) The minutes of meetings at which such votes are taken shall record such disclosures, abstentions, and rationale for approval.

Article VIII. Election and Removal of Directors

Section 1: Election of Directors

(a) At the first meeting of the members and at each annual meeting thereafter, the voting members shall elect directors, from each Class of Director who is elected, to hold office from the date the director was elected until the date of the annual meeting of members one (1) year hence. Directors shall be elected at each annual meeting of members to fill those terms that expire at that annual meeting. If directors are not elected at an annual meeting of members at which elections are to be held per these bylaws, they may be elected at any other regular or special meeting of the Board held for that purpose (which need not be the exclusive purpose of that meeting).

(b) Directors shall be elected by Class as defined in Article VII Section 3 from qualified members who have accepted nominations to be elected as a director in each Class of Director. Only members of this corporation who meet the qualifications for each Class of Director per Article VII Section 3(c)-(d) shall accept nominations to be elected to each Class of Director.

(c) Nominees to serve as Class II Directors shall be elected by receiving the greatest number of votes from the voting members who shall each have one vote for each office in this Class of Director. Offices of Class II Directors shall be filled by nominees receiving the greatest number of votes in descending order until there are no more offices to fill or no more available nominees.

(d) Nominees to serve as Class III Directors shall be elected by receiving the greatest number of votes from the voting members who shall each have one vote for each office in this Class of Director. Offices of Class III Directors shall be filled by nominees receiving the greatest number of votes in descending order until there are no more offices to fill or no more available nominees. Nominees who refuse their election for any reason shall have their count of votes removed from the election results and awarding of office shall commence with the nominee with the next greatest number of votes.

(e) Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal, or death, except a directed elected to fill a vacancy or elected at a special meeting of the Board, who shall serve a term pursuant to Section 3 of this Article, below.

Section 2: Removal and Resignation of Directors

(a) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, convicted of a felony, or been found by a final order or judgement of the court to have breached any duty under the General Not For Profit Corporation Law of the State of Illinois.

(b) A director may resign at any time upon written request to the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the Corporation without at least one duly elected director in charge of its affairs.

(c) Any director or the entire Board may be removed, with or without cause, by a vote of the majority of the members entitled to vote for the election of directors or as otherwise provided in the General Not For Profit Corporation Law of the State of Illinois.

(d) A director will be automatically removed from the Board in the event that such director ceases to be a member of the Corporation for any reason.

(e) Should a Class I Director resign or be removed from office for any reason the office of such director shall remain vacant until the Oak Park School District 97 Board of Education appoints another person to serve as Principal of William Beye Elementary School.

Section 3: Vacancies

(a) Vacancies on the Board shall exist (i) on the death, resignation or removal of any director or (ii) whenever the number of authorized directors is increased.

(b) A reduction of the number of authorized directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board, provided that the number of directors assigned to each Class of Director shall continue to meet the requirements of Article VII Section 3, unless the reduction or the amendment also provides for the removal of one or more specified directors.

(c) Any vacancy occurring in the Board, including any vacancy created by reason of an increase in the authorized number of directors or insufficient nominees to be elected to office at the annual meeting of the members, may be filled by:

(1) The affirmative vote of a majority of the remaining directors though less than a quorum of the Board or by a sole remaining director; or

(2) The unanimous written consent of the directors then in office; or

(3) If there is more than one class of members entitled to nominate directors, vacancies of directorships elected by such class may be filled by a majority of the directors elected by such class or sole remaining director.

(d) A director elected to fill a vacancy shall hold office only until the next election of directors by the members or his or her death, resignation or removal from office.

Article IX. Officers

Section 1: Number of Officers

The officers of the Corporation shall be a President, a Secretary, a Vice President, a Finance Chair, an Administration Chair, a Teachers and Staff Chair, an Equity Chair, a Communications Chair, and a Community Chair. The Corporation may also have, as determined by the Board, one or more Vice Presidents, Assistant Secretaries, Vice Chairs, or other officers. Neither the President nor the Finance Chair shall hold any other office. The persons holding the offices of Administration Chair, Teacher and Staff Chair, Equity Chair, Communications Chair, and Community Chair may also hold the office Secretary. The office of Vice President may be held by the same person serving as Equity Chair, Communications Chair, or Community Chair. No person shall hold more than one office, except as previously stated in this Section 1 for Secretary and Vice President.

Section 2: Qualification

(a) The officers of the Corporation shall only be Class I, Class II, or Class III Directors.

(b) The office of Administration Chair shall only be held by a Class I Director. The office of Teacher and Staff Chair shall only be held by a Class II Director. The offices of President, Vice President, Finance Chair, Equity Chair, Communications Chair, and Community Chair shall only be held by Class III Directors.

Section 3: Election, Appointment, and Term of Office

(a) The office of Administration Chair shall be held by the one Class I Director serving on the Board. This officer shall hold their office so long as they remain a member of the Board as a Class I Director.

(b) The President shall be elected by the members by a plurality of votes at the annual meeting of members, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.The person elected to hold this office shall also be elected as a director of the Corporation.

(c) Except those officers appointed in accordance with the provisions of Section 4 of this Article and officers appointed or elected with the provisions of Section 3(a)-(b), officers shall be elected by the Board at the first regular meeting of the Board following the annual meeting of members.

(d) All officers shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Each officer shall hold office until relieved by the Board or they no longer meet the qualifications to hold office per Section 2 of this Article.

Section 4: Subordinate Officers

The Board may appoint, and may authorize the President to appoint, such officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 5: Removal and Resignation

(a) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 6: Vacancies

Any vacancy caused by death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President or Administration Chair, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the Chair or elected by the Board) shall hold that office until the first regular meeting of the Board following the annual meeting of members, or until his or her death, resignation or removal from office.

Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 7: Dusties of the President of the Board

The President of the Board (referred to, in these bylaws, as the “President”) shall:

(a) Preside at all meetings of the Board.
(b) In the event that the Corporation does not have an Executive Director or acting Executive Director appointed by the Board, shall be the Chief Executive Officer of the Corporation and subject to the control of the shall be the General Manager of the Corporation and shall generally supervise, direct and control the Corporation’s activities, affairs, and officers.
(c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.
(d) Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

Section 8: Duties of Vice Presidents

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board, or if not ranked, a Vice President designated by the Board, shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

Section 9: Duties of Secretary

The Secretary shall:

(a) Certify and keep, or cause to be kept, at such place as the Board may direct the original, or a copy, of the Articles of Incorporation and these bylaws, as amended or otherwise altered to date.
(b) Keep, or cause to be kept, at such place as the Board may direct, accurate records of the acts and proceedings of all meetings of the members of the Board.
(c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
(d) Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws and by the Board.
(e) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, these bylaws as amended to date, the

Articles of Incorporation as amended to date, the minutes of proceedings of the directors of the Corporation or meetings of members, and the Corporation's application for tax exemption.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10: Duties of Finance Chair

The Finance Chair shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of accounts shall be maintained in accordance with Generally Accepted Accounting Principles.

(b) Send, or cause to be given, to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board.

(c) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request thereof, the books of account of the Corporation.

(d) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order.

(e) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Finance Chair, and of the financial condition of the Corporation.

(f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(g) Provide, or cause to be provided, to the public, all filing required to be disclosed and made generally available to the public in the form of forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.

(h) Advocate for the financial needs, financial interests, and financial well-being of the Corporation in all of the Corporation's activities, affairs, and conduct of its officers.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 11: Duties of Administration Chair

The Administration Chair shall:

(a) Be the custodian of records of the membership of the Corporation of all information that must be held in confidence between the individual members and William Beye Elementary School, or between the individual members and Oak Park School District 97.

(b) Represent the needs and interests of the Administration of William Beye Elementary School and of Oak Park School District 97 to the Board in all of the Corporation's activities, affairs, and conduct of its officers.

(c) In general, perform all duties incident to the office of Administration Chair and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 12: Duties of Teacher and Staff Chair

The Teacher and Staff Chair shall:

(a) Advocate for the needs, interests, and well-being of members of the Corporation who qualify for membership under Article VI Section 1(b)-(c) in all the Corporation's activities, affairs, and conduct of its officers.

(b) In general, perform all the duties incident to the office of Teacher and Staff Chair and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 13: Duties of Equity Chair

The Equity Chair shall:

(a) Prepare, or cause to be prepared, and certify, or cause to be certified, statements of the Corporation's performance on equity, diversity, and inclusion to be included in any required reports.

(b) Advocate for adherence to principles of equity, diversity, and inclusion in all of the Corporation's activities, affairs, and conduct of its officers.

(c) In general, perform all the duties incident to the office of Equity Chair and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 14: Duties of Communications Chair

The Communications Chair shall:

(a) Prepare, or cause to be prepared, policy recommendations, to be enacted by the Board, to ensure that all communications from the Corporation, the Board, or any of the officers or agents of the Corporation directed to the members or the general public, whether through print, visual, or digital media, do not conflict with the purpose and objectives of the Corporation, as stated in Article II, and conform to any and all resolutions of the Board as to the nature and content of such communications.

(b) Prepare, or cause to be prepared, and certify, or cause to be certified, statements of the Corporation's performance on achieving goals and meeting requirements for corporate communications as enacted by the Board.

(c) In general, perform all the duties incident to the office of Communications Chair and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 15: Duties of Community Chair

The Community Chair shall:

(a) Advocate for the needs, interests, and well-being of members of the Corporation who qualify for membership under Article VI Section 1(a) in all the Corporation's activities, affairs, and conduct of its officers.

(b) In general, perform all the duties incident to the office of Community Chair and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Board.

Section 16: Duties of Executive Director

If the Board determines that the Corporation shall have an Executive Director, subject to the control of the Board, the Executive Director shall be the Chief Operating Officer of the Corporation and shall generally supervise, direct and control the Corporation's activities and affairs. The Executive Director shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board. The Executive Director shall not be a director unless he or she is separately elected to the Board pursuant to Article VIII Section 1 hereof.

Section 17: Compensation

Officers of this Corporation shall not receive salaries or any other form of compensation for their service as an officer of the Corporation.

Article X. Meetings of the Board

Section 1: Regular and Special Meetings

(a) Regular and special meetings of the Board and any committee may be held within or outside the State of Illinois and within or outside the United States. At the option of the Board or the applicable committee, meetings may also be held by teleconference or other means of communication whereby all participants can hear each other at the same time.

(b) Regular meetings of the Board shall be held within fourteen (14) days of the annual meeting of members and at times thereafter as the Board may fix. No notice of regular directors' meeting shall be required. Special meetings of the

Board shall be held at such times called by the President of the Board, a Vice President, or the Secretary. Written notice of the time and place of special meetings of the Board shall be given to each director as described in Article X Section 3 at least two (2) days before the meeting. If notice is sent by postal mail, it must be sent at least fourteen (14) days before the meeting. Notice of a meeting of the Board need not be given to any director who signs a waiver of notice, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meetings and waiver of any and all objections to the place of the meeting, time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Members of the Board may participate in a meeting of such Board or of any committee designated by such Board by conference telephone, internet voice conference, or similar communication medium by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2: Minutes

The Board shall be responsible for recording and maintaining minutes of the proceedings of the meeting of the Board, of committees of the Board and of meetings of the members. The Secretary shall take the minutes of Board and membership meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.

Section 3: Notice of Meetings

(a) Notices of Board meetings are valid if made by:

(1) First-class mail, postage prepaid;
(2) Personal delivery of a written notice;
(3) Delivery by overnight courier or private delivery service that can be and is confirmed;
(4) Telephone, including a voice message system or other technology designed to record and to communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
(5) Facsimile;
(6) Electronic mail (e-mail); or
(7) Other electronic means;

provided, however, that notice may only be provided by facsimile, e-mail, or other electronic means to a director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

(b) Notices of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings shall be valid if made no less than seven (7) days prior to the date of the meeting.

(c) All notices of Board meetings shall be given or sent to the director's address, telephone number, fax number, or e-mail address as shown on the Corporation's records.

(d) Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notices shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4: Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

Section 5: Quorum for Meetings

(a) The greater of four (4) directors or ½ of the number of directors fixed in accordance with these bylaws and including at least two (2) Class III Directors shall constitute a quorum for the transaction of any business except adjournment.

(b) If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

(c) Except as otherwise provided in these bylaws (including, without limitation, Subsection 5(b), above) in the Corporation's Articles of Incorporation, or bylaws, no business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 6: Majority Action as Board Action

The Board may take action or make a decision (e.g. pass a resolution) by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these bylaws or the General Not For Profit Corporation Law of the State of Illinois including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the Board, and (vi) indemnification of directors).

Section 7: Conduct of Meetings

The President of the Corporation shall preside at all meetings of the Board or, in his or her absence, by a Vice President of the Corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 8: Action by Unanimous Written Consent Without Meeting

(a) Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively (i.e. in one or more identically worded documents) consent in writing or electronic transmission (pursuant to Subsection 8(b) below) to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Article VII Section 6 of these bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

(b) Written consent may be made by the means set forth below in this Subsection only if the Corporation: has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission; the transmission creates a record that is capable of retention, retrieval, and review that may hereafter be rendered into clearly legible tangible form; and all such transmissions are made pursuant to such measures and means:

(1) Facsimile telecommunication or electronic mail (e-mail) when such transmission is directed to the facsimile number or e-mail address, respectively, that the Corporation has provided from time to time to directors for sending communications to the Corporation;

(2) Posting on an electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting; or

(3) Other means of electronic communication.

Article XI. Committees

Section 1: Committees of the Board

(a) The Board may, by vote of a majority of the directors, designate two or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation.

(b) Notwithstanding the existence or lack thereof of an Executive Committee, the Board may, by resolution adopted by a majority of the number of directors then in office, provided a quorum is present, create one or more committees of the Board that exercise some authority of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board. Persons who are not directors may not serve on such committees nor on the Executive Committee, if there is one.

(c) By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease but not below two the number of members of any committee of the Board, and fill vacancies in any committees of the Board from members of the Board. All committees shall keep regular minutes of their proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board may require.

(d) The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:

    (1) The filling of vacancies on the Board or on any committee that has the authority of the Board;
    (2) The appointment of committees of the Board or the members thereof;
    (3) The fixing of compensation of the directors for serving on the Board or on any committee;
    (4) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
    (5) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
    (6) The approval of any action for which the law requires approval of members or approval of a majority of all members; and
    (7) The approval of any transaction to which this Corporation is party and in which one or more of the directors has a material financial interest.

Section 2: Advisory Committees

The Corporation shall have such other committees as may from time to time be designated by the resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only and shall be clearly titled as “advisory” committees.

Section 3: Audit Committee

In any fiscal year in which the Corporation has gross revenues of $50,000 or more this Corporation shall have an audit committee. Notwithstanding the other provisions of this Article, the audit committee, if there is one, shall have the following duties and composition:

(a) It shall be the duty of the audit committee to:

(1) Recommend to the Board of Directors the retention and termination of the independent auditor;
(2) Confer with the auditor to satisfy the committee members that the financial affairs of the Corporation are in order;
(3) Review and determine whether to accept the audit; and
(4) Approve performance of any non-audit services to be provided by the auditing firm.

In addition, the audit committee may negotiate the compensation of the auditor on behalf of the Board.

(b) The audit committee shall be composed of at least one person. Audit committee members need not be directors of the Corporation. In addition, the composition of the audit committee shall be restricted as follows:

(1) The Corporation's President, Chief Executive Officer (Executive Director), Chief Financial Officer (Finance Chair), any paid staff, and anyone who does business or has any financial interest in any entity that does business with the Corporation may not be on the audit committee.
(2) If the Corporation has a finance committee, its members must comprise less than 50% of the audit committee and the chair of the finance committee may not serve on the audit committee.

(c) Audit committee members may receive no more compensation than directors receive for their service to the Corporation as directors.

Section 4: Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the Board, with such changes in the context of such bylaw provisions as necessary to substitute the committee and its members for the Board and its members; excepting, however, that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article XII. Working Groups

Section 1: Creation and Scope

(a) The Board or voting members of the Corporation may establish one or more Working Groups.

(b) Each Working Group shall be responsible for the active management of one or more projects identified by resolution of the Board or the voting members in support of the exempt purpose of the Corporation.

(c) Each Working Group shall have a chair or co-chairs that shall be appointed by the Board.

(d) Notwithstanding the creation of other Working Groups, the Corporation shall have, at all times, the following Working Groups:

(1) Parental Involvement
(2) Fundraising
(3) Programs
(4) Events
(5) Green Team
(6) Fitness & Nutrition
(7) Public Relations
(8) Technology

(e) Any member or group of members may propose a Working Group. In order to propose a vote to approve a Working Group, the member(s) proposing the Working Group must first draft a proposed Working Group charter that at least specifies:

(1) The purpose of the Working Group and its relationship to the Corporation's mission;
(2) The maximum length of time that the Working Group would be active without rechartering;
(3) The work to be undertaken by such Working Group;
(4) The methods by which the Working Group will achieve its objectives;
(5) How the members of the Working Group will be selected; and
(6) The methods of communication to be used by the members of the Working Group.

Section 2: Responsibilities

(a) Subject to the direction of the Board, the chair, or co-chairs, of each Working Group shall be primarily responsible for the project(s) managed by such group, and he or she may establish rules and procedures for day to day management of project(s) for which the group is responsible. All Working Groups shall have the following general responsibilities:

(1) Conduct the work and project(s) managed by the Working Group to fulfill the mission of the Corporation and the objectives and purpose of the Corporation as stated in Article II.
(2) Render to the Board, at times and in formats fixed by the Board from time to time, accounts of the Working Group's activities and performance of any project(s) toward the objectives of the Working Group.

(3) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request thereof, the books of account of the Working Group.

(b) In addition to any responsibilities assigned to them by the Board, the Working Groups named in Subsection 1(d) of this Article shall have the following responsibilities:

(1) The Parental Involvement Working Group shall oversee the coordination and completion of all Parental involvement activities of the Corporation.
(2) The Fundraising Working Group shall oversee the coordination and completion of all Fundraising activities of the Corporation, and be responsible for meeting fundraising objectives established by the Board in the annual budget.
(3) The Programs Working Group shall oversee the coordination and completion of all ongoing Program activities of the Corporation.
(4) The Events Working Group shall oversee the coordination and completion of all one-time or non-recurring Event activities of the Corporation.
(5) The Green Team Working Group shall oversee the coordination and completion of all Environmental and Sustainability activities of the Corporation.
(6) The Fitness & Nutrition Working Group shall oversee the coordination and completion of all Fitness and Nutrition activities of the Corporation.
(7) The Public Relations Working Group shall oversee the coordination and completion of all Public Relations activities of the Corporation, and shall regularly create and distribute to the membership, at regular intervals, a newsletter or printed flyer detailing the activities and accomplishments of the Corporation.
(8) The Technology Working Group shall oversee the management and coordination of all the technology platforms put into service by the Corporation, and provide recommendations to the Board on best practices regarding the use of such technology.

Section 3: Budget

The Board shall have the sole power relating to the apportionment of the Corporation's funds to such Working Groups.

Section 4: Working Group Policies

The Board may set policies or procedures which apply to Working Groups. These policies or procedures may apply to individual Working Groups, multiple Working Groups, or all Working Groups. The chairpersons of affected Working Groups are responsible for implementing and adhering to the policies or procedures which apply to them.

Section 5: Termination

The Board may, by resolution, dissolve a Working Group at any time.

Article XIII. Fiscal year and Budget

Section 1: The fiscal year of the Corporation shall begin on July 1st and end on June 30th.

Section 2: Budget

(a) The Board shall present a proposed budget for the current fiscal year to the membership for approval no later than the first Saturday following the beginning of the school year.

(b) The Budget shall include the apportionment of funds for the Working Groups named in Article XII Section 1(d) and may include the apportionment of funds for any other Working Groups as determined by the Board.

(c) The Board shall set revenue targets, fixed to dates determined by the Board, that shall be included in the budget of the Fundraising Working Group.

(d) Should the proposed budget be amended or rejected by the membership, the Board shall present a new proposed budget to the membership no later than thirty (30) days following the amendment or rejection of the budget by the members.

Article XIV. Meetings of Members

Section 1: Place of Meetings

Meetings of the members shall be held at the principal office of the Corporation or any other place (within or outside the State of Illinois and within or outside the United States) designated in the notice of the meeting. At the option of the Board, meetings may also be held electronically or by teleconference, provided that (i) the Corporation shall implement reasonable measures to verify that each person present and permitted to vote at the meeting by means of remote communication is a member; (ii) the Corporation shall implement reasonable measures to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceeds; and (iii) if any member votes or takes other action at a meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 2: Annual Meeting

A meeting of the members shall be held annually at such time as the Board may determine, which shall be not more than two (2) months before the end of the fiscal year and not more than fifteen (15) months after the date of the last annual meeting, at which annual meeting the members shall elect a Board of Directors, elect a President of the Board, and transact other proper business.

Section 3: Budget Meeting

A meeting of the members shall be held annually at such time as the Board may determine, which shall be held as stated in Article XIII Section 2(a), at which annual meeting the members shall vote to approve or reject the proposed budget for the current fiscal year prepared by the Board.

Section 4: Special Meetings

Special meetings of the members shall be held when directed by the President or Board, or when requested in writing by not less than ten percent (10%) of all members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the President, Board, or members requesting the meeting shall designate another person to do so.

Section 5: Notice

Written notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, at the direction of the President, the Secretary, or other officer or person calling the meeting, to each member of record entitled to vote at such meeting. Notices may be made as described in Article X Section 3.

Section 6: Notices of Adjourned Meetings

When a meeting is adjourned to another time or place, the Corporation shall not be required to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 5 of this Article, to each member of record on the new record date entitled to vote at such meeting.

Section 7: Waiver of Notice

Whenever notice is required to be given to any voting member, 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 the equivalent to giving of such notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the written waiver of notice.

Section 8: Fixing Record Date

(a) All voting members at 12:00 AM on the day that notice of a meeting is made are entitled to such notice. All voting members at 12:00 AM on the day that a meeting is held are entitled to vote at the meeting. If no prior action is required by the General Not For Profit Corporation Law of the State of Illinois, all voting members at 12:00 AM on the day that an action without meeting is taken shall be entitled to consent to corporate action in writing without a meeting.

(b) If prior action by the Board is required by the General Nor For Profit Corporation Law of the State of Illinois, those voting members at 12:00 AM on the day that the Board adopts the resolution taking such prior action shall be entitled to consent to corporate action in writing without meeting.

(c) The record date for determining members entitled to exercise any rights, or for the purpose of any other lawful action, shall be at 12:00 AM on the day on which the Board adopts the resolution relating thereto.

Section 9: Member Quorum

(a) Except as otherwise required by law, by the Articles of Incorporation or these bylaws, the lesser of twenty (20) or one-tenth (1/10) members entitled to vote (the voting members), represented in person shall constitute a quorum at a meeting of members.

(b) For electronic votes, a quorum shall be reached as soon as the lesser of twenty (20) or one-tenth (1/10) of the members entitled to vote (the voting members) have cast their vote. If the voting period ends before a quorum is reached, the vote is declared void.

(c) When a specified item of business is required to be voted on by a class or members (if the members are divided into classes), the lesser of twenty (20) or one-tenth (1/10) of such class members, represented in person shall constitute a quorum for the transaction of such item of business by that class or members.

(d) If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number of voting by class is required by the General Not For Profit Corporation Law of the State of Illinois or by the Articles of Incorporation or by these bylaws.

(e) The directors shall be elected by a plurality of the votes of the members present in person at the meeting and entitled to vote on the election of directors.

(f) Where a separate vote by class of members is required, the affirmative vote of a plurality of members of such class represented at the meeting shall be the act of such class unless the vote of a greater number is required by the General Not For Profit Corporation Law of the State of Illinois, the Articles of Incorporation or these bylaws.

(g) After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members in person entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 10: Voting

Each voting member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the General Not For Profit Corporation Law of the State of Illinois or these bylaws. Members entitled to vote may vote either: (i) in person; (ii) by previously completed ballot if one has been provided; or (iii) by electronic transmission provided that any such transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member.

Section 11: Proxies

No member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy.

Section 12: Action by Members Without a Meeting

Any action required to be taken or which may be taken at any annual or special meeting of members of the Corporation may be taken without a meeting, without prior notice and without a vote, if:

(1) A written consent setting forth the action so taken shall be signed by member having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective unless such consent (i) bears the date of signature by each member signing such consent and (ii) is delivered to the Corporation within sixty (60) days of the date on which the earliest consent was delivered to the Corporation; or

(2) Such action is approved through electronic means in accordance with Article XX Section 3 by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

Prompt notice of the taking of corporate action without a meeting by less than the unanimous written consent shall be given to those voting members who have not consented in writing.

Article XV. The Council of the Parent Teacher Organization of Oak Park, Illinois.

Section 1: This Corporation may be a member organization of the Council of the Parent Teacher Organizations of Oak Park. Illinois (“PTO Council”).

Section 2: The delegates and alternates to the PTO Council shall be appointed by the Board.

Article XVI. Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments

Except as otherwise provided in these bylaws, the Board may by resolution authorize any officer or agent of the Corporation 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 specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts and other orders of payment of money. Such authority may be general or confined to specific instances.

Section 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4: Gifts

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purpose of this Corporation.

Section 5: Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer. Notwithstanding the above, the Board shall vote or direct the President with respect to matters involving this Corporation's membership in other nonprofit corporations.

Article XVII. Corporate Records and Reports

Section 1: Maintenance of Corporate Records

The Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, or at the offices of its Secretary and/or Finance Chair:

(a) Minutes of all meetings of directors, committees of the Board and members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record or the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership. Each member shall be responsible for notifying the Corporation of changes to such member's address, telephone number, facsimile number or electronic mail address.

(d) A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date; and

(e) Copies of all fiing made to the Internal Revenue Service and any state agency, entity or department that the Corporation is required, by statute or regulation, to make generally available to the public.

Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Section 2: Inspection Rights

(a) Any person who is a member entitled to vote, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the Corporation's usual hours of business, for any proper purpose as determined under the General Not For Profit Corporation Law of the State of Illinois, the Corporations books and records, and to make copies or extracts therefrom.

(b) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical property of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts.

Section 3: Annual Report

The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.

This requirement of an annual report shall not apply if the Corporation receives less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

Section 4: Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all directors, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) to which the Corporation was a party, and (ii) in which an "interested person" had a direct or indirect material financial interest. For these purposes, an "interested person" is either:

(1) Any director or officer of the Corporation; or
(2) Any holder of more than ten (10) percent of the voting power of the Corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnification or advances paid during the fiscal year to any officer or director of the Corporation.

Article XVIII. Amendments

These bylaws may be altered, amended or repealed at any annual or special meeting of members by an affirmative vote of 2/3 of members present and voting at a meeting when a quorum is present, provided that the proposed changes have been discussed at a previous meeting and notice is given to the voting members not less than fourteen (14) day before the meeting. Such notice shall state the purpose or one of the purposes of the meeting is to vote on alterations, amendments, or repeal of the bylaws..

Article XIX. Assets and Dissolution or Liquidation

Section 1: The property of this corporation is irrevocably dedicated to the charitable purpose set forth in Article II hereof. No Part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private person.

Section 2: On the dissolution or winding down of the Corporation, after paying or adequately providing for debts, obligations, and liabilities of the Corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that are organized and operated exclusively for exempt purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XX. General Provisions

Section 1: Counterpart Execution: Facsimile Execution and Electronic Signature

Any document requiring the signature of the directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the Corporation and/or the other directors and/or members by facsimile, or by electronically signed delivery in a form accepted by the Board, and such facsimile or electronically signed execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile or electronically signed executions or a combination, shall be construed together and shall constitute one and the same agreement.

Section 2: Form and Transmission of Written Notice

Whenever “written notice” or “notice” is required of the Corporation or its members, the notice may be provided as a letter or other printed document, or it may be provided as an electronically stored document in a format that can be read by the recipient. Such notice may be transmitted to the recipient by any of the following means: in person, by first class or express mail, or by fax, by email or other electronic transmission. If made in person, such notice will be deemed to be delivered immediately. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or with an express mail service provider, addressed to the recipient at his or her address or record, with postage thereon prepaid. If faxed or emailed, such notice shall be deemed to be delivered when the recipient, or a representative of the recipient, confirms receipt.

Section 3: Electronic Voting

Any vote of the Board, any committee, or the members may be conducted through electronic means and shall have the same effect as action taken by written consent; provided that such voting mechanisms meets the criteria set forth in this Article XX Section 3. Any vote conducted through electronic means must be done through a mechanism by which both the identity of each voter and the date that such vote is made can be verified. No vote conducted pursuant to this Article XX Section 3 may remain open for more than sixty (60) days after the commencement of the applicable voting period. Each such vote shall have a specific approval requirement identified prior to the commencement of such vote, which requirement shall not be less than the requirements set forth in the Corporation's Articles of Incorporation, these bylaws, or the General Not For Profit Corporation Law of the State of Illinois. The effective date of any vote conducted through electronic means shall be the first date upon which the requisite threshold for approval of such action has been obtained.

Section 4: Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the General Not For Profit Corporation Law of the State of Illinois shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term "person" includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any further statues, regulations and laws that replace those referenced.

Section 5: Record of Change

Any change to these bylaws must be separately and publicly recorded. Changes to fix typographical, grammatical, or spelling mistakes may be made at the direction of any member of the Board without need for a formal motion.

History

- Approved by the Beye PTO membership April 2004
- Amended May 2010
- Amended March 2011
- Amended June 2021