**BYLAWS OF**

**WINNETKA PARENT TEACHER ORGANIZATION**

 ***AMENDED April 2016***

**DEFINITIONS:**

1. The “Administration” shall mean the Administration of Winnetka School District 36 and “Administrator” shall mean any member of the Administration.
2. The “Annual Membership Meeting” shall be the meeting of the Membership held pursuant to Article III, Section 2 of these By-Laws.
3. “Board Member” shall mean any member of the Central Board or any member of a School Section Executive Committee, as the context requires.
4. “Central Board” shall mean the body that administers the business of the Winnetka Parent Teacher Organization (hereinafter, “PTO”).
5. The “Central Executive Committee” shall mean the Officers of the Central Board elected by the Members pursuant to Article III, Section 1 hereof.”
6. “Members” or “Membership” shall mean the Regular Members and the Voting Members of the Organization.
7. The “Central Executive Nominating Committee” shall consist of those individuals identified in Article V, Section 4 of these By-Laws, who are charged with the responsibility of nominating Officers of the Organization.
8. “Officer” shall mean any member of the Central Executive Committee or any member of a School Section Executive Committee, as the case may be.
9. The “Organization” shall mean the Winnetka PTO, including the School Sections thereof.
10. “Regular Members” shall mean those members of the Organization with the rights described in Article II, Section 1 hereof.
11. The “Schools” shall mean, collectively, Carleton Washburne School, Skokie School, Crow Island School, Greeley School and Hubbard Woods School and “School” shall mean, individually, any one of the Schools. The “School Board” shall mean the School District 36 Board of Education.
12. “School Section” shall mean each of the sections of the Winnetka PTO maintained by each of the Schools pursuant to Article VII hereof.
13. “School Section Chairman” shall mean at least one, and not more than two, co-chairman for each of the School’s School Section.
14. “School Section Executive Committee” shall mean the executive committee of each School Section comprised of those individuals identified in Article VII, Section 7 hereof.
15. The “School Year” shall mean the period beginning on the first day of the school year and ending on the last day of such school year.
16. “Standing Committee” shall mean those working committees created and/or operated under the direction of the Central Executive Committee.
17. “Teachers” shall mean the teachers of Winnetka School District 36.
18. “Voting Members” shall mean those members defined in Article II, Section 2 hereof.  ARTICLE I NAME, PURPOSE AND OFFICES  SECTION 1. NAME. The name of the Organization is Winnetka Parent Teacher Organization, also known as Winnetka PTO.

SECTION 2. PURPOSES AND POWERS. The purpose of the Organization is to further enrich the experience of our children at the Schools and in the community in order to secure the highest quality education available. The Organization will establish and maintain programs and committees and purchase items for the Schools to fulfill the above stated purpose and will engage in fundraising activities to support such efforts and to operate for the exempt purposes set forth in Article 4 of the Articles of Incorporation as filed with the Illinois Secretary of State.

No part of the net earnings or assets of the Organization shall inure to the benefit of, or be distributable to, its Central Board members, Officers or any private individual or Member, if any, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation. No part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation; the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The communications or actions of an Officer shall not bind, or represent the position of, the PTO, unless the communications or actions were previously endorsed or authorized by the Central Board. Notwithstanding any other provision of these By-Laws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from federalincome tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”), (b) by an Organization, contributions to which are deductible for income tax purposes under Code Section 170(c)(2), or (c) by a not for profit corporation under the State of Illinois General Not For Profit Corporation Act of 1986, as amended (the “Act”).

SECTION 3. PRINCIPAL OFFICE. The Organization may have such offices within the State of Illinois as the Central Executive Committee may designate from time to time or the business of the Organization may require.

SECTION 4. REGISTERED OFFICE. The registered office of the Organization in the State of Illinois shall be located at Two Northfield Plaza, Suite 101, Winnetka Illinois, County of Cook. The name of the registered agent is Murray Krugman, Two Northfield Plaza, Suite 101, Winnetka, IL. The registered office and/or registered agent of the Organization may be changed from time to time by action of the Central Board.

SECTION 5. ANTI-DISCRIMINATION. Full participation in the services provided by this Organization shall not be denied to any person on account of race, color, religion, sex, age, national origin, or disability.

SECTION 6. OUTSIDE ORGANIZATIONS. It is the purpose of the Central PTO to support, not sponsor, outside organizations.

ARTICLE II MEMBERS

SECTION 1. REGULAR MEMBER. All parents, legal guardians or other adult standing in loco parentis of students who currently attend Winnetka School District 36 and all current faculty and administration of Winnetka School District 36 shall be eligible for Membership in the Organization (herein, “Regular Members”). Regular Members shall have the right to attend and participate in all meetings and activities of the Organization, but shall not have the right to vote or to hold office.

SECTION 2. VOTING MEMBERS. All Regular Members who are current in the payment of annual dues, as established pursuant to Section 5 herein, shall be designated as Voting Members. Voting Members shall have the right to vote on all issues before the Membership, to elect Officers, and to hold office. District 36 staff are considered “regular members” but will not pay dues or vote.

SECTION 3. ENROLLMENT OF MEMBERS. The Organization shall conduct an annual enrollment of Members, but may admit persons to Membership at any time. Persons who join during the Membership year shall pay full dues for that year.

SECTION 4. TERM OF MEMBERSHIP. The Membership year shall be the School Year.

SECTION 5. ANNUAL DUES. Each Voting Member shall pay such annual dues to the Organization as may be prescribed by the Organization. A Member must have paid his or her dues at least 30 calendar days before the annual meeting to be considered a Member in good standing with voting rights. Annual dues shall be determined by the affirmative vote of two-thirds of the Central Board.

SECTION 6. RIGHTS OF MEMBERSHIP. Only Voting Members may be eligible for election or appointment to office or hold such office in the Organization, including any committee chairs and room parents.

SECTION 7. SPECIAL RULES UPON FORMATION . Notwithstanding anything herein to the contrary, upon formation of the Organization, no dues shall be payable by any Members with respect to the portion of the School Year remaining after formation of the Organization. Furthermore, upon formation, the Officers of the Organization (including Officers of each School Section) shall be elected by the Regular Members of the Organization at a meeting of the Organization (or, with respect to Officers of each School Section, at a meeting of each respective School Section) called for that purpose. Such Officers shall serve for a term of one year or until their respective successors are duly elected in accordance with the provisions of these By-Laws. Dues payable by Members for the first full School Year following the formation of the Organization shall be determined in accordance with Article II, Section 5 hereof.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the Members shall be held each year, on such date and at such time as the Central Executive Committee shall determine, for the purpose of electing Officers of the Organization and for the transaction of such other business as may come before the meeting. If the election of Officers of the Organization shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Central Board shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be. Only Voting Members of record determined in accordance with these By- Laws may vote on any matter before the Membership of such meeting. Voting Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called by the President, the Central Executive Committee or a quorum of the Central Board or by a petition signed by not less than one-tenth of the Voting Members having voting rights.

SECTION 3. PLACE OF MEETING. The Central Board may designate any place, in the State Illinois, as the place of meeting for any Annual Membership Meeting or for any special meeting called by the Central Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be in Winnetka, Illinois, at Skokie School; but if all of the Members shall meet at any time and place, within the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, day and hour of any meeting of Members shall be delivered, either personally, by mail or by electronic transmission to each Voting Member entitled to vote at such meeting, or by notification in the School Section newsletters, in the PTO annual calendar or by postings on the PTO website, if any, not less than five (5) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at his address as it appears on the records of the Organization, with postage thereon prepaid. If notice is sent by electronic transmission, the notice of the meeting shall be deemed to be delivered if not returned.

SECTION 5. RECORD DATE FOR VOTING. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, or in order to make a determination of Members for any other proper purpose, the Central Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, for a meeting of Members, not less than five (5) days. If no such record date is fixed, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When a determination of Voting Members entitled to vote at any meeting of Members has been made as provided in this Article, such determination shall apply to any adjournment thereof.

SECTION 6. QUORUM. A majority of the Voting Members shall constitute a quorum.

SECTION 7. VOTING PROCESS. Voting Members may vote by casting their ballot in person, by written proxy or absentee ballot. Proxy or absentee ballots may be submitted by fax, e- mail or regular mail.

SECTION 8. VOTE. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Members. Whenever any corporate action is to be taken by vote of the Voting Members, it shall, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, be authorized by the affirmative vote of a majority of the votes present and voted, either in person or by proxy at a meeting at which a quorum is present.

SECTION 9. PROXIES. At any meeting of Members, a Voting Member entitled to vote may vote by proxy executed in writing by such Member or by his duly authorized attorney-in-fact and may be submitted by fax, e-mail regular mail. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 10. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Voting Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV CENTRAL BOARD

SECTION 1. ESTABLISHMENT. This Organization shall establish a Central Board, which shall act as its board of directors, and which shall provide direct, practical and meaningful assistance to each of the Schools by serving as a common meeting ground for the School Sections and the Superintendent and by serving as a forum for information exchange between parents, the Superintendent and principals.

SECTION 2. COMPOSITION OF CENTRAL BOARD. The Central Board shall consist of Officers of this Organization, the chairmen of the School Sections and the Chairmen or Co- Chairmen of Standing Committees. School principals and the District Superintendent or their representatives shall be ex officio Members of the Central Board, whereby they shall be entitled to attend all meetings but shall have no voting privileges. Representatives from the Family Action Network, Erika’s Lighthouse, Haven, The Alliance for Early Childhood, the nursery school boards, the School Board, the New Trier Parents’ Association, the Winnetka Public Schools Foundation and other organizations deemed appropriate may be invited to attend meetings.

SECTION 3. NO CONFLICT. No voting member of the Central Board shall have a beneficial interest directly or indirectly in any contract, work, or business of Winnetka School District 36 or of the PTO.

SECTION 4. OBJECTIVES AND DUTIES. In addition to its Objectives as listed in Article III, the Central Board shall, where appropriate:

a) review the budget proposed by the treasurer and recommend a budget for adoption by the general Membership;

b) transact necessary business in the intervals between regular meetings and such other business as may be referred to it by this Organization;

c) create Standing Committees;

* d)  approve the work plans of the Standing Committees;
* e)  present reports and recommendations at the regular meetings of this Organization;
* f)  approve routine bills within the limit of the budget; and
* g)  appoint an auditor.

SECTION 6. REGULAR MEETINGS.

a) MEETINGS HELD AS ESTABLISHED BY CENTRAL EXECUTIVE COMMITTEE. Regular meetings of the Central Board shall be held monthly during the school year, as established by the Central Executive Committee at such dates and at such times as shall be announced to the Central Board at its first meeting of the School Year;

b) NOTICE OF CHANGE OF MEETINGS. At least three (3) days notice shall be given if there is a change of the regular meeting date.

c) PARTICIPATION. The Central Board members may participate in a meeting of the Central Board (including any committee thereof) through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance and

presence in person at the meeting of the person or persons so participating.

SECTION 7. SPECIAL MEETINGS A NOTICE THEREOF. Special meetings of the Central Board may be called by the President or any three members of the Central Board.

SECTION 8. ACTION BY WRITTEN CONSENT OF CENTRAL BOARD MEMBERS. Any action which is required to be taken, or which may be taken, at a meeting of the Central Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Central Board members then in office or by all the members of such committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote of the Central Board or the committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Central Board members or committee members. The action taken pursuant to any written consent shall be effective when all the Central Board members or committee members, as the case may be, have approved the consent, unless the consent specifies a different effective date.

SECTION 9. RESIGNATIONS. Any Central Board member may resign at any time by giving written notice to the President or the Secretary of the Organization. Such resignation shall take effect on the date the notice is delivered unless a future date is specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10. COMPENSATION. The Central Board members shall receive no compensation for their services as Central Board members, but may be reimbursed for expenses incurred in reasonable amounts in the performance of their duties to the Organization.

SECTION 11. REMOVAL. A Central Board member may be removed with or without cause at any time upon an affirmative vote of two-thirds (2/3) of the Central Board members present and voting at a special meeting of the Central Board called for the purpose of removing one or more Central Board members at which a quorum is present. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more Central Board members must be delivered to all Central Board members at least two (2) days prior to such meeting.

ARTICLE V OFFICERS AND THEIR ELECTION

SECTION 1. WINNETKA PTO MEMBERSHIP REQUIRED. Each Officer or Central Executive Committee member shall be a Member of the Winnetka PTO.

SECTION 2. OFFICER POSITIONS IDENTIFIED.

a) The Officers of the Winnetka PTO shall be:

One President; Up to Three Vice Presidents; Secretary and; Treasurer.

b) ELECTION OF OFFICERS. Officers shall be elected annually at the Annual Membership Meeting. If there is only one (1) candidate for any office, upon adoption of a motion from the floor, that slate may be elected by a voice vote.

SECTION 3. ANNUAL MEETING ASSUMPTION OF DUTIES. Officers shall assume their official duties at the close of the regular Central Board meeting in May and shall serve for a term of one year or until their successors are elected and assume their duties and no person shall serve more than two consecutive terms in the same office. The Central Board shall meet as soon as possible after the election of Officers for the purpose of selecting the chairmen of

standing committees and formulation tentative plans for their term of office.

SECTION 4. NOMINATING COMMITTEE.

a) COMPOSITION OF COMMITTEE. There shall be a nominating committee consisting of five members, three of whom shall be elected by the Central Board from its body, and two elected by this Organization at a regular meeting at least one month prior to the election. There shall be one alternate elected by the Central Board and one from the Organization. The past Central PTO Board President will serve as the chair of the Nominating Committee.

b) NOMINATING PROCEDURE.

(i) The nominating committee shall select one nominee for each vacant office and report its nominees at least two weeks prior to the election meeting by publication in the School Section newsletters. First consideration for the office of president should rotate through the School Sections regularly. School Sections should be given equal representation of the Central Board whenever possible.

(ii) During the election meeting, an opportunity shall be given for nominations from the floor.

(iii) Only those who have consented to serve if elected shall be eligible for nomination, either by the nominating committee or from the floor. All nominees must have been a Member of this Organization for at least thirty days.

(iv) All persons voting must have been Members of this Organization for at least 30 days.

SECTION 5. VACANCIES IN OFFICE. In case a vacancy occurs in the office of the President, the First Vice President shall serve as President for the unexpired term. In the event of a vacancy in any other office, such vacancy shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Central Board, notice of election having being given.

SECTION 6. COMPENSATION. The Officers shall receive no compensation for their services as such, but may be reimbursed for expenses incurred in reasonable amounts in the performance of their duties to the Organization

SECTION 7. REMOVAL. Any officer may be removed from office with or without cause upon an affirmative vote of a majority of the Central Board. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

ARTICLE VI DUTIES OF OFFICERS

SECTION 1. THE PRESIDENT.

The President shall:

a) preside at all meetings of the Winnetka PTO, Central Board, and the Central Executive Committee;

b) be a member ex-officio of all committees except the auditing committee, although he or she may serve on the auditing committee if he or she is not authorized to sign checks on behalf of the Winnetka PTO;

c) appoint Members to special committees;

d) be responsible for other duties as may be assigned to him or her by the Organization, the Central Board, or the Central Executive Committee;

e) delegate the work of the Organization to other Officers or Chairmen as may be appropriate; and

f) coordinate the work of the Officers and committees in order that the Objectives may be met.

SECTION 2. THE VICE PRESIDENTS. There will be one or more Vice Presidents. The Vice Presidents shall act as aides to the President, and shall in their designated order perform the duties of the President in the absence or inability of the President to serve. In addition to performing such other duties as may be delegated:

a) the First Vice-President shall serve as the coordinator of all committees relating to programs, public relations, web management and communications.

b) the Second Vice-President (optional) shall be a Member ex-officio of all committees, serve as liaison Officer between the Central Board and the District 36 Board of Education. If the position isn’t filled, Executive members should rotate attending and reporting on monthly School Board meetings.

c) The Third Vice-President (optional) shall serve as Chairmen of the legislation and communication committee

SECTION 3. THE SECRETARY. The Secretary shall:

a) record the minutes of all meetings of this Organization and the Central Executive Committee;

* b)  have a current copy of the By-Laws;
* c)  conduct correspondence of the Organization as directed; and
* d)  perform such other duties as may be delegated.

SECTION 4. THE TREASURER. The Treasurer shall:

a) receive all monies of this Organization and keep an accurate record of receipts and expenditures;

b) place all monies in a depository approved by the Central Board;

c) pay out funds in accordance with the budget as approved by the Membership and authorized by properly signed vouchers. All checks for $1000 or less shall be signed by the Treasurer. Checks for more than $1000 shall also be signed by one other authorized Officer; however, if the check is paid electronically, the other authorized Officer may approve it via e-mail. This e-mail shall be printed and retained with the Treasurer’s records.

d) present a written financial statement at every meeting of the Organization and at other times as requested by the Central Board, making a full report at the regular May meeting;

e) provide the checkbook, all bank statements, cancelled and voided checks and deposit slips, Treasurer’s record book and receipt book, vouchers and invoices for all disbursements to the auditing committee at the end of the fiscal year; and

f) be responsible for the timely completion and filing of appropriate forms as may be required by the Internal Revenue Service Regulations and State of Illinois Attorney General requirements.

SECTION 5. DUTIES OF ALL OFFICERS. All Officers shall:

a) perform the duties prescribed in the parliamentary authority of Winnetka PTO in addition to those outlined in these By-laws and those assigned from time to time;

b)  make regular reports to the Central Board on their activities;

c)  keep an accurate record of receipts and expenditures; and

d) deliver to their successors all official materials promptly following the meeting at which the successors take office.

ARTICLE VII SCHOOL SECTIONS

SECTION 1. ESTABLISHMENT OF SCHOOL SECTIONS Each School will maintain its own section of the Winnetka PTO known herein as a School Section.

SECTION 2. OFFICERS OF SCHOOL SECTIONS

a) The officers of each School Section shall be the School Section Chairman,, at least one vice-chairman, secretary, treasurer and assistant treasurer.

b) Officers shall be elected by ballot at a School Section meeting called by the respective School Section Executive Committee for that purpose. If there is only one candidate for any office, however, upon adoption of a motion from the floor, the election for that office (or offices) may be by voice vote. A majority shall carry the election. The officers shall serve for a term of one year from the close of the School Section Executive Committee meeting in May or until their respective successors have been elected and have assumed their duties.

c) A School Section PTO Board member may be removed with or without cause at any time upon an affirmative vote of two-thirds (2/3) of the School Section PTO Board members present and voting at a special meeting of the School Section PTO Board called for the purpose of removing one or more School Section PTO Board members at which a quorum is present. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more School Section PTO Board members must be delivered to all School Section PTO Board members at least two (2) days prior to such meeting.

SECTION 3. NOMINATING PROCEDURE.

a) A nominating committee consisting of seven members, including the prior year’s School Section chair shall be appointed at each School between February and May of each School Year. Six additional members shall be appointed by the School Section Executive Committee from the Membership of the School Section. The committee shall be chaired by the prior year’s School Section chair. No person who serves on the nominating committee shall be eligible for nomination to an executive position. The proceedings of the nominating committee shall be held strictly confidential.

b) The nominating committee shall select one nominee for each vacant office (or, if applicable, two nominees in the case of a School Section Chairman) and report its nominees fourteen days prior to the election meeting.

c) During the election meeting, an opportunity shall be given for nominations from the floor.

d) Only those who have consented to serve if elected shall be eligible for nomination either by the committee or from the floor. No one may be eligible for election who has not been a member of this Organization for at least thirty days.

e) To be eligible to vote in any election, a person must have been a Member of this Organization for at least thirty days.

SECTION 4. VACANCIES. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the particular School Section Executive Committee.

SECTION 5. DUTIES OF OFFICERS.

a) The School Section Chairman shall preside at all School Section Executive Committee meetings and shall be ex-officio a member of all committees except the nominating committee, and shall serve on the Central Board.

b) The vice-chairman shall perform the duties of the chairman in his or her absence and otherwise assist the chairman.

c) The secretary shall keep the minutes of all meetings, including the School Section Executive Committee meetings, shall conduct correspondence of the School Section, and send out notices of all meetings.

d) The treasurer shall receive all monies of the School Section and keep an accurate record of receipts and expenditures, place all moneys in a depository approved by the School Section Executive Committee, pay out funds in accordance with the budget as approved by the Membership of the School Section and supported by properly signed vouchers, present a written financial statement at every meeting of the Organization and at other times as requested by the School Section Executive Committee, make a full report at the regular School Section meeting in May, and provide the auditor all the necessary documents at the close of the School Year.

e) The assistant treasurer shall assist the treasurer in the performance of his or her duties.

f) The Executive Committee of the School Section may register a special treasurer as a designated signatory to a special fund for a particular committee.

g) The School Section Chairman and/or School Section Executive Committee of any given School Section may designate standing or special committees for purposes in furtherance of the School Section and Organization. Chairman of any such committees may be authorized by the School Section Executive Committee or School Section Chairman to enter into contracts on behalf of the School Section.

SECTION 6. STANDING COMMITTEES

A): There may be as many standing committees as deemed necessary by the Executive Board to carry out its objectives.

b) Selection of Committee Chair: The PTO will publish an announcement inviting all parents to volunteer for available standing committee vacancies.  The Vice President/President Elect of the PTO will select the chair of these committees, in consultation with the current PTO President, as needed. Each standing committee will consist of volunteers who have been selected to work on the committee, or have been appointed by the chair.

c) Records: Each chair shall be required to maintain a committee record which will include a summary of procedures and activities that occurred during the course of the year pertaining to their committee.

d) Removal: Any chair may be removed with or without cause at any time by the vote of the majority of the Executive Board at any general or special meeting.

e) Vacancy: The Executive Board will appoint a person to fill a vacancy occurring in a committee chair for the unexpired term of the resigning or removed chair.

SECTION 7. MEETINGS.

a) Regularly scheduled meetings of the School Section Executive Committee shall be held at least seven times during the School Year. Dates of the meetings shall be determined by the School Section Executive Committee and announced at the first regular meeting of the year. Three days notice shall be given of a change in date.

b) The annual meeting of each School Section shall be held at such time and place as the School Section Executive Committee shall designate. Notice must be published at least three days before the meeting. Seven (7) members of the School Section shall constitute a quorum.

c) Special meetings may be called by the chairman or at the request of five members of the School Section.

d) All meetings are open to all members of the School Section.

SECTION 8. SCHOOL SECTION EXECUTIVE COMMITTEES.

a) Each School Section shall have an executive committee, which consists of the elected officers and the principal.

b) In the absence of a quorum or outside the confines of a regularly scheduled meeting, when the need arises, the School Section Executive Committee may conduct the business of a Section.

c) Meetings shall be held at the call of the chairman or a majority of the School Section Executive Committee. A quorum shall consist of a majority of the members of the School Section Executive Committee.

SECTION 9. SCHOOL SECTION BOARDS.

a) The School Section board shall consist of the School Section Executive Committee, the chairmen of standing committees and of any other special committee designated by the School Section Executive Committee and the room parents. The School Section Executive Committee shall appoint the chairmen of standing committees, as recommended by the nominating committee. The room parents shall be appointed in any manner designated by the School Section Executive Committee. Room parents and committee chairmen shall report to the School Section Executive Committee.

b) Each outgoing officer and committee chairman shall prepare a written report, which shall be turned over to the chairman before the last day of the School Year.

c) The books of the School Section treasurer shall be closed during the summer and audited each summer before the start of the succeeding School Year.

ARTICLE VIIII INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND OTHERS

SECTION 1. PERMISSIVE INDEMNIFICATION WITH RESPECT TO ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. Subject to Section 4 of this Article VIII, the Organization may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that such person is or was a director, Officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

SECTION 2. PERMISSIVE INDEMNIFICATION WITH RESPECT TO ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. Subject to Section 4 of this Article VIII, the Organization may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Organization, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person’s duty to the Organization, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. MANDATORY INDEMNIFICATION WHERE PARTY HAS BEEN SUCCESSFUL IN DEFENSE OF ACTION. To the extent that a director, Officer, employee or agent of the Organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VIII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION THAT STANDARDS OF CONDUCT HAVE BEEN MET. Any indemnification under Sections 1 and 2 of this Article VIII (unless ordered by a court) shall be made by this Organization only as authorized in the specific case, upon a determination that indemnification of the director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Sections 1 and 2 of this Article VIII. Such determination shall be made (i) by the Executive Board by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT IN ADVANCE OF FINAL DISPOSITION. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of an undertaking by or on behalf of the executive cabinet, Officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Organization as authorized in Article VIII Section 1.

SECTION 6. NON-EXCLUSIVITY OF INDEMNIFICA TION. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of the disinterested Board Members, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7. INSURANCE. The Organization may purchase and maintain insurance on behalf of any person who is or was a Central Board Member, Officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a Central Board Member, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX

LIMITED LIABILITY OF CENTRAL BOARD MEMBERS, OFFICERS AND PERSONS WHO SERVE WITHOUT COMPENSATION

No Central Board Member or Officer serving without compensation, other than reimbursement for actual expenses shall be liable, and no cause of action may be brought for damages resulting (i) from the exercise of judgment or discretion in connection with the duties or responsibilities of such Board Member or Officers unless the act or omission involved willful or wanton conduct; or (ii) from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct. As used in this Article “willful or wanton conduct” means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property. Nothing in this Article is intended to bar any cause of action against the Organization or change the liability of the Organization arising out of an act or omission of any Central Board Member, Officer or person exempt from liability for negligence under this Article.

ARTICLE X PROHIBITED LOANS TO CENTRAL BOARD MEMBERS AND OFFICERS

Except as permitted by subsection (e) of Section 108.75 of the Act, no loan shall be made by the Organization to a Central Board Member or Officer except that a loan may be made to a Central Board Member or Officer who is employed by the Organization if authorized by a majority of the non-employed Central Board Members and if the loan is in furtherance of the purposes of the Organization and in the ordinary course of its affairs. The Central Board Members of the Organization who vote for or assent to the making of a loan to any non- employed director or non-employed Officer of the Organization, or otherwise prohibited by the Act, and any other person knowingly participating in the making of such loan, shall be jointly and severally liable to the Organization for the amount of such loan until the repayment thereof.

ARTICLE XI CONTRACTS, BANKING AND GIFTS

SECTION 1. CONTRACTS. The President and the Treasurer are the only Officers of the Organization authorized by these By-Laws to enter into any contract and to execute and deliver any instrument in the name and on behalf of the Organization, unless another designee is authorized to enter into a contract on behalf of the Organization by the President or Treasurer. The School Section Chairman and the treasurer of such School Section are the only officers of the applicable School Section to enter into any contract on behalf of such School Section, unless another designee is authorized to enter into a contract of behalf of such School Section by the School Section Chairman or School Section treasurer.

SECTION 2. SECTION 2. CHECKS AND DRAFTS. The President and the Treasurer are the only Officers that may issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization.

SECTION 3. DEPOSITS AND INVESTMENTS. All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies or other depositories, or invested for the account of the Organization in such manner, as the Treasurer and/or President may determine from time to time. The Central Board may designate such fiscal agents, investment advisors, and custodians to direct the management of the Organization’s assets. The Central Executive Committee may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

SECTION 4. GIFTS. The Central Board or any Officer may accept on behalf of, and for the benefit of, the Organization any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Organization.

SECTION 5. LOANS ON BEHALF OF THE ORGANIZATION. No Officer or Central Board Member shall be authorized to obtain loans on behalf of the Organization without the prior approval of the Central Executive Committee.

ARTICLE XII 16

FINANCES

SECTION 1. BUDGET. The Treasurer shall present to the Membership at the Annual Meeting of the Members each year, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Central Executive Committee during the year. A majority of the Members present at the Annual Meeting must vote to pass the annual budget or other fiscal transactions. Any substantial deviation from the budget must be approved in advance by Central Executive Committee.

SECTION 2. AUDIT. The local unit financial records must be audited annually, by an appointed Audit Committee, at least once in each fiscal year no later than June at the close of the fiscal year and upon change of Treasurer during the term of office. The Central Executive Committee shall cause the records and books of account of the Organization to be audited at least by the appointed Audit Committee in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Central Executive Committee deems necessary or advisable into the condition of all trusts and funds held by any trustee, agent, or custodian for the benefit of the Organization. The Central Executive Committee shall retain such persons or firms for these purposes as it may deem appropriate.

SECTION 3. FINANCIAL REPORT. The Treasurer shall present a financial report at each Annual Meeting of the Members of the Organization and shall prepare a final report at the close of the year.

ARTICLE XIII DISSOLUTION

SECTION 1. VOLUNTARY DISSOLUTION. Dissolution of the Organization may be authorized by the affirmative vote of a majority of the Members or not less than 25 Members unless otherwise required by law. Upon receiving a petition bearing the signatures of one tenth of the Members entitled to vote, the Central Executive Committee shall adopt a resolution recommending that the Organization be dissolved voluntarily, and directing that the question of such dissolution be submitted to a vote at an annual or special meeting of the Members entitled to vote.

SECTION 2. WRITTEN NOTICE. Written or electronic notice stating that the purpose, or one of the purposes, of the meeting is to consider the voluntary dissolution of the Organization, shall be given to each voting Member not less than 5 days nor more than 20 days prior to the meeting. If such meeting be an annual meeting, such purpose may be included in the notice of such annual meeting.

ARTICLE XIV MISCELLANEOUS PROVISIONS

SECTION 1. SEAL. The Organization may have a corporate seal, which shall be circular in form and shall have the Organization name inscribed thereon and the words “Corporate Seal, Illinois.” Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Central Executive Committee at any time.

SECTION 2. FISCAL YEAR. The fiscal year of the Organization shall end on the last day in June of each calendar year.

SECTION 3. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or by these By- Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 4. GRAMMATICAL CONSTRUCTION. Throughout these By-Laws where such meanings would be appropriate, any pronouns used herein shall include the corresponding masculine, feminine or neuter forms (e.g., references to “he” shall also include “she” and “it” and references to “who” and “whom” shall also include “which”).

SECTION 5. HEADINGS. The headings contained herein are for the purpose of reference only, and shall not in any way affect the meaning or interpretation of these By-Laws.

ARTICLE XV BY-LAW AMENDMENTS

These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted, upon the affirmative vote of a majority of the Central Board members in office.