

**BY-LAWS
OF
THE MADISON ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION**

ARTICLE I

PURPOSES

The Madison Elementary School Parent-Teacher Organization (the “Corporation”) is organized exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Federal tax code) (the “Code”) including, for such exempt purposes specifically:

(a) to facilitate a working relationship between families, school administrators and teachers at the Madison Elementary School, Hinsdale, Illinois (MES)

(b) to provide linkage between teachers, administrators and the community at large to ensure that every child at MES will receive unsurpassed opportunities for learning;

(c) to enhance and enrich the curriculum at MES through programs and materials not normally offered by the Hinsdale public school system;

(d) to provide parent education;

(e) to provide communications between MES and parents of children attending MES; and

(f) in general, to exercise any, all and every power which a not for profit corporation organized under the applicable provisions of the Illinois General Not for Profit Corporation Act of 1986 (the “Act”) for charitable, scientific, literary and educational purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

The Corporation shall be non-commercial, non-sectarian, non-partisan and non-profitable and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or for its benefit and to make payments and distributions in furtherance of the purposes set forth herein. The name of the Corporation or the names of any Members, Directors or officers in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes and objectives of the Corporation set forth herein. The Corporation shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Corporation shall work with MES to provide quality education for all children attending MES in any way it deems necessary and may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE II

OFFICES

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Members may from time to time determine.

ARTICLE III

MEMBERS

Section 1. Classes of Members. The Corporation shall have one class of Members.

Section 2. General Powers. The Members shall have the power to elect and remove the officers of the Corporation, to alter, amend or repeal the Articles of Incorporation or these By-

laws, to approve the dissolution of the Corporation, and to take such other actions and to authorize or approve such other matters as are set forth herein or as are otherwise provided by law, all in the manner provided herein.

Section 3. Voting Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4. Term of Membership. The Board of Directors of the Corporation shall conduct an annual enrollment of Members at the beginning of each school year, but individuals may become Members of the Corporation at any time upon the payment of the applicable annual dues. Each individual paying the annual dues at or prior to the September regular meeting of the Members shall become a Member of the Corporation effective at the commencement of such September regular meeting, and shall remain a Member of the Corporation (subject to prior resignation as hereinafter provided) until the commencement of the September regular meeting of the Members in the following year. Any individual paying such annual dues after the September regular meeting of the Members shall become a Member of the Corporation on the date of payment of such annual dues, and shall remain a Member of the Corporation (subject to prior resignation as hereinafter provided) until the commencement of the next September regular meeting of the Members to occur thereafter.

Section 5. Resignation. Any Member may resign as a Member by filing a written resignation with the Secretary.

Section 6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 7. No Membership Certificates. No Membership certificates of the Corporation shall be issued.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the Members shall be held in the month of May in each year, for the purpose of electing officers of the Corporation and transacting such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the Members may be called by the Co-Presidents, the Board of Directors, or by the written request of any twenty (20) Members. The Co-Presidents may also call a meeting of the Board of Directors at their discretion.

Section 3. Regular Meetings. Regular meetings of the Members shall be held in the beginning of the school year, halfway through the school year, and toward the end of the school year for the purpose of transacting such business as may come before the meeting. At the May meeting, voting and installing of the new Executive Board will take place.

Section 4. Place of Meeting. A meeting of the Members may be held at any place, either within or outside the State of Illinois, designated in the notice of such meeting given in accordance with these By-laws. If no designation is made, the place of meeting shall be the registered office of the Corporation in the State of Illinois, *provided, however,* that if all of the Members shall meet at any time and place, either within or without 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. Any meeting of the Members may be held jointly with any meeting of the Board of Directors.

Section 5. Notice of Meetings. Notice of each regular meeting of Members stating the date, time and location of such regular meeting shall be provided through weekly e-blasts, and the MES bi-weekly newsletter, as appropriate, not less than two or more than sixty days prior to the date of such meeting and a reminder notice will be provided through electronic communication (the e-blast) electronic posting on the corporation website, or sent with the oldest student in back-pack mail not less than one day prior to the date of such meeting; provided that if the purpose of any such regular meeting is to consider the removal of one or more of the officers of the Corporation, a merger, consolidation, or dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the assets of the Corporation, such notice shall be given as stated above not less than twenty or more than sixty days before the date of such regular meeting. Any Member may waive notice of any meeting. The attendance of a Member at any regular meeting shall constitute a waiver of notice of such regular meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the regular 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 waiver of notice of such regular meeting. No notice is needed for a special meeting of the Board of Directors called by the Co-Presidents.

Notice of any special meeting of the Members of the Corporation shall state the purposes for which such meeting has been called. Notice of any meeting of the Members of the Corporation at which the Members are to consider amendments to these By-laws, the removal of one or more of the officers of the Corporation, a merger, consolidation, or dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the assets of the Corporation shall contain a description of such proposed matters to be considered at such meeting of the Members. Except as set forth above in this paragraph, the purpose or purposes of any regular or annual meeting of the Members of the Corporation need not be included in the notice to the Members of such meeting.

As an alternative to the giving of notice as described in the first paragraph of this Section 5, any notice of any meeting of the Members of the Corporation may be given by mailing the same not less than five or more than sixty days prior to the date of such meeting to each Member of the Corporation at the address of such Member as it appears on the records of the Corporation. If mailed, the notice of a meeting of the Members shall be deemed given when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 6. Quorum. The Members present and eligible to vote at any meeting of Members shall constitute a quorum at such regular meeting.

Section 7. Manner of Acting. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 8. Informal Action By Members. Any action required to be taken at a meeting of the Members of the Corporation, or any other 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 Members entitled to vote with respect to the subject matter thereof.

Section 9. Presumption of Assent. A Member of the Corporation who is present at a meeting of the Members at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Recording Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

ARTICLE V

OFFICERS

Section 1. Number; Qualifications. The officers of the Corporation shall be two Co-Presidents, a Vice-President of Enrichment, an Assistant of Enrichment, a Vice-President of Fundraising, an Assistant of Fundraising, a Vice-President of Communications & Technology, an Assistant of Communications & Technology, a Secretary, a Treasurer, an Assistant Treasurer and such other officers as may be elected or appointed by the Members of the Corporation. Any two or more offices may be held by the same person. Any office may be shared by more than one individual (for example, as Co-Presidents or Co-Vice Presidents) with the authority and duties of the particular office as set forth in these By-laws to be allocated between such

individuals as they shall deem appropriate. No office may be held by any person who is not a Member of the Corporation.

Section 2. Election and Term of Office. The initial officers of the Corporation shall be elected by the initial Board of Directors of the Corporation (named in the Corporation's Articles of Incorporation) at its first meeting, and such officers shall hold their respective offices until the May regular meeting of the Members following the first annual meeting of the Members, or until their successors shall have been duly elected by the Members as hereinafter provided. The term of office for Co-Presidents is two years. All other officers serve one-year terms. However, it is anticipated that the "Assistant" officer will serve a second year as the "Vice-President" officer for the same role. Commencing with the first annual meeting of the Members, the officers of the Corporation shall be elected by the Members at each annual meeting of Members, and shall hold their respective offices commencing with the next succeeding May regular meeting of the Members until the regular meeting of Members in May of the succeeding calendar year (for non-President officers), or until their successors shall have been duly elected by the Members. Co-Presidents shall hold their respective offices for two years commencing with the regular business meeting in May, alternating terms. Any Member may be nominated to serve as Co-President but only after having served as a member of the Board of Directors. The Nominating Committee shall report to the Members at their March meeting a slate of candidates recommended by the Nominating Committee for election as the officers of the Corporation at the annual meeting of the Members to be held in May. After such March meeting, the Nominating Committee may make such changes to such slate, if any, as it may consider appropriate. Such slate of candidates, with any such changes, shall then be published five days in advance of the annual meeting of the Members in May as the nominations of the Nominating Committee for the officers of the Corporation then to be elected. In addition, any Member may make additional nominations for any one or more offices, for consideration by the Members at any such annual meeting. If the election of officers shall not be held at any annual meeting of Members, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Members.

Section 3. Removal; Resignation. Any officer elected or appointed by the Members may be removed by the Members if, in the judgment of the Members, the best interests of the Corporation would be served thereby. Any officer elected or appointed by the Members may resign from such office by filing a written resignation with the Secretary.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by a majority vote of the Board of Directors. The Member so selected will be designated as an acting officer. At the next regular meeting of the Members, such acting officer must be confirmed by a majority vote of the Members to fill the expired term of office. Due notice of such an election shall be given at least five days in advance of the meeting of the Members.

Section 5. Co-Presidents. The Co-Presidents shall be the principal executive officers of the Corporation, shall in general supervise and control all of the business and affairs of the Corporation and shall:

- (a) serve as a member, ex-officio, of all committees (except the Nominating Committee, during the first year of the term of office);
- (b) shall appoint the chairperson(s) of all committees (except the Nominating Committee);
- (c) convene an organizational meeting of all officers and the chairperson(s) of all committees before the September meeting for the purpose of reviewing the responsibilities of each position;
- (d) coordinate the work of the officers and committees of the organization, in conjunction with the Principal of MES, in order that the Corporation's objectives may be promoted;
- (e) convene a joint meeting of the outgoing Board of Directors and the incoming Board of Directors for the purpose of preparing a proposed budget for the upcoming year;
- (f) shall serve as members of the Budget Committee and the Future Funds Committee, and preside as chairperson at all meetings of the Members and the Board of Directors;
- (g) act or designate a delegate to act on behalf of the Vice-President of Enrichment as the Community Consolidated School District 181 Board of Education representative at its bi-monthly meetings; and
- (h) be the owner of the organization's By-Laws; coordinate all proposed By- Laws changes, and with the assistance of the Secretary, prepare proposed changes for re- view and approval at the annual May Member meeting.

The Co-Presidents may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Members or the Board of Directors, any contracts, or other instruments which the Members or the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members, the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the Co-President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Members or the Board of Directors from time to time.

Section 6. Vice-President of Enrichment. In the absence of both Co-Presidents or in the event of his or her inability or refusal to act, the Vice-President of Enrichment shall perform the duties of the office of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Co-Presidents. The Vice-President of Enrichment shall:

- (a) coordinate enrichment activities for MES students by supervising and assisting all MES committees engaged in enrichment activities, and reporting on such activities to the Members;
- (b) initiate and coordinate any parent education programs;
- (c) perform such other duties as from time to time may be assigned to him or her by the Co-Presidents, by the Members or by the Board of Directors;
and
- (d) serve as a member of the Budget Committee.

The Vice-President of Enrichment shall familiarize herself/himself with the By-laws of the Corporation and serve as parliamentarian at all meetings of the Members.

Section 7. Assistant of Enrichment. The Assistant of Enrichment shall assist the Vice-President of Enrichment in all related duties as specified in Article V. section 6. In the absence of the Vice-President of Enrichment or in the event of his or her inability or refusal to act, the Assistant of Enrichment shall perform the duties of the Vice-President of Enrichment and when so acting, shall have all the powers of and be subject to all restrictions upon the Vice-President of Enrichment, including:

- (a) assist with all the duties incident to the office of Vice-President of Enrichment and such other duties as from time to time may be assigned to him or her by the Co-Presidents, by Members or by the Board of Directors; and
- (b) serve as a member of the Budget Committee.

Section 8. Vice-President of Fundraising. In the absence of the Co-Presidents and the Vice-President of Enrichment, or in the event of their inability or refusal to act, the Vice-President of Fundraising shall perform the duties of the office of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Co-Presidents. The Vice-President of Fundraising shall:

- (a) serve as a member of the Budget Committee;
- (b) oversee all fundraising activities, advise the Board of Directors of the

schedule for fundraising committee meetings, and provide support and assistance to such fundraising committees; and

(c) perform such other duties as from time to time may be assigned to him or her by the Co-Presidents, the Members or the Board of Directors.

Section 9. Assistant of Fundraising. The Assistant of Fundraising shall assist the Vice-President of Fundraising in all related duties as specified in Article V section 8. In the absence of the Vice-President of Fundraising or in the event of his or her inability or refusal to act, the Assistant of Fundraising shall perform the duties of the Vice-President of Fundraising and when so acting, shall have all the powers of and be subject to all restrictions upon the Vice-President of Fundraising, including:

(a) assist with all the duties incident to the office of Vice-President of Fundraising and such other duties as from time to time may be assigned to him or her by the Co-Presidents, by Members or by the Board of Directors; and

(b) serve as a member of the Budget Committee.

Section 10. Vice-President of Communications & Technology. The Vice-President of Communications & Technology shall:

(a) oversee MES Electronic communications which includes, but is not limited to the use of any software to communicate news or announcements to the parent membership of MES, the weekly eBlast newsletter, the use of PTO-sanctioned social media platforms, and the use of direct email software to deliver ad hoc communications;

(b) oversee the Electronic Communications Committee (ECC) and support management of the subscriber database, editing the electronic newsletter, assisting in the creation or issuance of ad hoc communications;

(c) oversee school publicity efforts;

(d) support MES PTO technology needs and oversee technology vendor relationships, including the vendor that maintains, houses and protects the MES PTO website, Signup Genius, PayPal, WebFaction and School Pay (future);

(e) oversee PTO membership efforts, include data collection and coordination of payment with Treasurer;

(f) be the guardian of Knowledge Management, including the electronic storage of PTO institutional knowledge. In doing so, the Vice-President of Communications & Technology may choose the solution (software or online services) that he or she believes will best meet the needs of the Corporation. If fees will be incurred for these services, the Vice-President of Communications & Technology must secure board approval before entering into an agreement. Information which will be managed by the Vice-President of Communications & Technology includes, but is not limited to PTO documents, Treasurer account information and website accounts and passwords. Vice-President Communications & Technology will also provide support to committee chairpersons and officers who need assistance with knowledge management;

(g) correspond with administrators and other schools within or outside of Community Consolidated School District 181; and

(h) serve as a member of the Budget Committee.

Section 11. Assistant of Communications & Technology. The Assistant of Communications & Technology shall assist the Vice-President of Communications & Technology in all related duties as specified in Article V section 10. In the absence of the Vice-President of Communications & Technology or in the event of his or her inability or refusal to act, the Assistant of Communications & Technology shall perform the duties of the Vice-President of Communications & Technology and when so acting, shall have all the powers of and be subject to all restrictions upon the Vice-President of Communications & Technology, including:

(a) assist with all the duties incident to the office of Vice-President of Communications & Technology and such other duties as from time to time may be

assigned to him or her by the Co-Presidents, by Members or by the Board of Directors;
and

- (b) serve as a member of the Budget Committee.

Section 12. Secretary. The Secretary shall:

- (a) keep the minutes of the meetings of the Members and record the major action items and decisions taken at the Board of Directors in one or more books provided for such purpose;

- (b) see that all Member meeting notices and minutes are duly given in accordance with the provisions of these By-laws and as required by law, including posting of approved minutes to the website;

- (c) be custodian of the corporate records of the Corporation;

- (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member;

- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Co- Presidents, by the Members or by the Board of Directors, including assisting the Co-President in drafting proposed By-Laws changes for review and approval in advance of the annual May meeting;

- (f) correspond with Members and other parents of children at MES;

- (g) correspond with the faculty and administration of MES;

- (h) in general carry on other correspondence on behalf of the Corporation and present incoming correspondence at regular meetings of the Members, in each case with respect to such matters and in such manner as the Members or the Board of Directors shall determine to be necessary or appropriate from time to time;

- (i) develop and manage Board of Director's attendee list for bi-monthly Community Consolidated School District 181 School Board meetings;
and

- (j) serve as a member of the Budget Committee.

The Secretary shall also perform all other duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Co-Presidents, the Members or the Board of Directors.

Section 13. Treasurer. The Treasurer shall:

- (a) receive all moneys of the Corporation, keep accurate records of receipts and expenditures, and pay out funds in accordance with the approved budget as authorized by the Board of Directors;
- (b) present a statement of account at every meeting of the Members and at other times as requested by the Board of Directors, making a full report at the first Board of Directors meeting to be held after the close of the fiscal year;
- (c) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-laws;
- (d) work with the newly elected Treasurer during June to close out the Corporation's books of account for the year ending as of June 30, and to prepare a budget proposal for the next succeeding fiscal year;
- (e) annually present the accounts of the Corporation to a tax professional who will prepare federal and state filings for the Corporation. In the event of an audit, treasurer will present such accounts and supporting documentation for further examination by an auditor;
- (f) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Co-Presidents, by the Members or by the Board of Directors; and
- (g) act as chairperson of the Budget Committee.

Section 14. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in all related duties as specified in Article V section 13. In the absence of the Treasurer or in the event of his or her inability or refusal to act, the Assistant Treasurer shall perform the duties of the Treasurer and when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer.

- (a) assist with all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Co-Presidents, by Members or by the Board of Directors; and
- (b) serve as a member of the Budget Committee.

Section 15. Limitation on Term of Office. No person shall be eligible to serve more than two consecutive terms in the same office, unless unanimously approved by the Board of Directors. Upon expiration of an officer’s term of office, or its earlier termination by resignation, the officer shall tender to the Co-Presidents or the officer’s successor, without delay, all records, books, and other material pertaining to such office. Any funds held by such officer shall immediately be tendered to the Treasurer.

Section 16. Membership on the Board of Directors. Each officer elected or appointed in accordance with the provisions of this Article V and these By-laws, including without limitation each officer elected by the initial Board of Directors at its first meeting, shall, upon such election and as long as such person holds such office, become a member of the Board of Directors of the Corporation with all rights and privileges appurtenant thereto.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. Except as otherwise set forth in these By-laws or as required by law, the business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 2. Number of Directors. The initial Board of Directors shall be those individuals named as such in the Articles of Incorporation of the Corporation. Commencing with the first meeting of such initial Board of Directors, the Board of Directors shall consist of each duly elected or appointed officer of the Corporation from time to time in office, and the person then serving as the Principal of MES (or such person as the Principal shall designate as his/her delegate).

Section 3. Meetings. Regular meetings of the Board of Directors shall be held in each of the months of August through May, of each year, for the purpose of transacting such business as may come before the meeting. Special meetings of the Board of Directors shall be held upon the request of the Co-Presidents or the Vice-Presidents of the Corporation.

Section 4. Notice. Notice of each meeting of the Board of Directors stating the date, time and location of such meeting shall be posted on the Corporation website not less than two days prior to the date of such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or in the waiver of notice of such meeting.

As an alternative to the giving of notice as described in the first paragraph of this Section 4, any notice of any meeting of the Board of Directors may be given by mailing the same (within the time parameters described in the first paragraph of this Section 4) to each Director at the address of such Director as it appears on the records of the Corporation. If mailed, the notice of a meeting of the Board of Directors shall be deemed given when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Quorum. One-third of the Directors then in office and eligible to vote shall constitute a quorum for purposes of a meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present at such meeting may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Informal Action by Directors. Unless specifically prohibited by the Articles of Incorporation or By-laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

Section 8. Compensation. Directors shall not receive any compensation for their services as Directors.

Section 9. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII

COMMITTEES

Section 1. Selection. Standing and special committees shall be created by the Board of Directors of the Corporation as may be required to accomplish the Corporation's purposes. Standing committees shall consist of a Budget Committee and a Nominating Committee. The chairperson of all standing committees shall present plans for committee activities to the membership for discussion, and shall submit written reports at the end of the year detailing such activities.

Section 2. Nominating Committee. There shall be a Nominating Committee which shall recommend a slate of candidates for each of the offices of the Corporation. The Nominating Committee shall be comprised of six members, including the Co-President whose term will expire at the end of the school year, and the person then serving as the Principal of MES. Any member of the Corporation, who has previously served on a committee of the Corporation, or as a member of the Board of Directors, excluding present officers (apart from the Co-President mentioned above) and potential slated candidates, shall be eligible to serve on the Nominating Committee. The names of those eligible to serve on the Nominating Committee shall be presented at the February meeting of Members and voted on by the Members. The four candidates receiving the greatest number of votes by the Board of Directors shall serve as members of the Nominating Committee. In so voting, the Board of Directors will seek to have a cross-grade representation on the Nominating Committee. The Co-President of the Corporation (not serving on the committee) shall appoint one member to serve as chairperson of the Nominating Committee. The Nominating Committee shall report to the Members at their March meeting a recommended slate of candidates for each of the offices of the Corporation, and may make any changes to such slate after such March meeting as it considers appropriate. The Nominating Committee shall then, five days in advance of the May annual meeting of the Members, publish the final slate of candidates for each office of the Corporation. Additional nominations may be made from the floor at the May annual meeting of the Members. In either case, no individual may be so nominated for any office without the prior consent of such

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individual. The Nominating Committee shall observe the following rules:

- (a) Current members of the Board of Directors shall be asked if they wish to be considered for an additional term in either the same or a different office;
- (b) The nomination period shall be publicized and all potential candidates shall be encouraged to submit their names.
- (c) The Nominating Committee shall operate independently from the Board of Directors.
- (d) Deliberations of the Nominating Committee shall be confidential.

Section 3. Budget Committee. The Budget Committee will meet prior to the May General PTO meeting to develop the budget for the following year. The Budget Committee shall prepare and present to the Members for their approval by a majority vote at the May meeting of the Members a budget for the next succeeding fiscal year of the Corporation. The Budget Committee of the Corporation shall be comprised of Board of Directors of the Corporation then in office, whose terms will expire at the next succeeding June meeting of the Members, (b) the person then serving as the Principal of MES, and (c) those persons slated to be elected at such May annual meeting to be the new officers of the Corporation commencing at such succeeding June meeting of the Members. The budget committee will be dissolved following the approval of the budget by the members. Any mid-year adjustments to the budget must be voted upon and approved by the Board of Directors

Section 4. Other Committees. The Board of Directors of the Corporation may, by resolution adopted at its meeting in September of each year, create one or more additional committees and appoint the individuals to serve on such committees, which committees shall exercise such power and authority as provided in such resolution of the Board of Directors. Thereafter, the Board of Directors may, by resolution adopted at any meeting of the Board of Directors at which a quorum is present, continue the existence of any one or more of such initial committees, create one or more additional committees and appoint the individuals to serve on all such committees, which committees shall exercise such power and authority as provided in such resolution of the Board of Directors. The creation of any such committees and the delegation thereto of authority shall not operate to relieve the Members, the Board of Directors, or any individual Member or Director, of any responsibility imposed upon them, him or her by law. In addition, the Co-Presidents of the Corporation may appoint additional individuals from time to time to serve as members of the various committees (other than the Nominating Committee and the Budget Committee). Except as otherwise provided in any resolution creating a committee,

individuals elected or appointed to each such committee must be Members of the Corporation.

Section 5. Term of Office. Each member of the Executive Committee, the Nominating Committee and the Budget Committee shall continue to be a member of such committee as long as he or she holds the respective office or position by virtue of which he or she serves on such committee. Each member of each other committee shall continue as such until the next June regular meeting of the Members of the Corporation, unless such committee member resigns or is removed from such committee, or unless such committee member shall cease to qualify as a member of such committee.

Section 6. Chairperson(s). One or more members of each committee shall be appointed by the Co-Presidents of the Corporation as chairperson(s) of such committee.

Section 7. Vacancies. Vacancies in the membership of any committee (exclusive of the Nominating Committee and the Budget Committee) may be filled by an appointment made by the Co-Presidents of the Corporation for the unexpired term of such committee membership.

Section 8. Meetings; Quorum; Manner of Acting. The Nominating Committee and the Budget Committee shall meet upon the call of the Co-Presidents of the Corporation, or at the written request of at least two other members of such Committee, upon notice to each of the members of such Committee at least five days prior to the date of such meeting. Each other committee shall meet upon the call of its Chairperson or such other committee member or members and upon such prior notice as such committee shall adopt for its own purposes not inconsistent with these By-laws or with rules adopted by the Board of Directors of the Corporation. Unless otherwise provided in the resolution of the Board of Directors designating a committee, the committee members present and eligible to vote at any meeting of such committee shall constitute a quorum, and the act of a majority of the members of the committee present at a meeting shall be the act of such committee.

Section 9. Removal; Resignation. Any committee member (other than a member of the Nominating Committee or the Budget Committee) may be removed by the Board of Directors if, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby. Any committee member may resign from such position by filing a written resignation with the Recording Secretary.

Section 10. Rules. Each committee may adopt rules for its own governance not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Members or the Board of Directors may authorize any officer or officers, agent or agents, 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 specified instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members or of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Members or of the Board of Directors. In the absence of such determination by the Members or by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Members or the Board of Directors may select.

Section 5. Gifts. The Members may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation in accordance with Community Consolidated District 181 Policy. The members may choose not to accept a gift from any donor or donors whose business interests are not in alignment with the mission and philosophy of the Corporation or MES conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and key action items and decisions taken by the Board of Directors, and shall keep at the registered office of the Corporation a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on each July 1 and end on the following June 30.

ARTICLE XI

LIMITED LIABILITY

No Director or officer serving without compensation, other than reimbursement for actual expenses, of the Corporation (if the Corporation is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer, unless the act or omission involved willful or wanton conduct. No person who, without compensation other than reimbursement for actual expenses, renders service to or for the Corporation (if the Corporation is exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Code), shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

As used in this Article XI, “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.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Act of the State of Illinois, 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.

ARTICLE XIII

ANNUAL DUES

Section 1. Annual Dues. The amount of annual dues payable to the Corporation by its Members shall be determined by a majority vote of the Board of Directors and shall be presented to the Members at the subsequent meeting of the Members. Any proposed increase exceeding 30% of the previous year's annual dues requires approval by the members at the subsequent Members' Meeting. Approval consists of a majority vote of those members in attendance at the meeting.

Section 2. Payment of Annual Dues. Annual dues shall be payable at or prior to the regularly scheduled meeting of the Members held during the month of September in each year. Persons paying annual dues by such time shall become Members of the Corporation at the commencement of such September regular meeting. Persons may pay annual dues at a later date, but shall not become Members of the Corporation until dues are paid in full.

ARTICLE XIV

AMENDMENTS

Section 1. Amendments to Articles of Incorporation and By-Laws. The power to alter, amend, or repeal the Articles of Incorporation or the By-laws or adopt new Articles of Incorporation or By-laws shall be vested in the Members. The Board of Directors shall adopt a resolution setting forth any such proposed alteration, amendment, repeal or adoption of new Articles of Incorporation or By-laws and shall direct the Members to vote on the same. Such action by the Members may be taken at any special or annual meeting of the Members by a majority vote of the Members present and voting, provided that notice setting forth or summarizing the proposed alteration, amendment, repeal or adoption of new Articles of

Incorporation or By-laws be given to every Member at least twenty (20) days prior to the meeting at which the same is to be acted upon.

ARTICLE XV

DISSOLUTION

The Corporation may dissolve if (i) the Board of Directors adopts a resolution proposing that the Corporation be dissolved voluntarily, recommending a plan for the distribution of the Corporation's assets and directing that the questions of such dissolution and distribution of assets be submitted to a vote at a special or annual meeting of the Members and (ii) a notice of such proposed action is given to all Members not less than twenty (20) days prior to such meeting. The notice of dissolution must include a plan for the disposition of all of the Corporation's assets and properties. Final action may be taken by the Members at such special or annual meeting and such action shall require the affirmative vote of two-thirds of the Members present and voting.

In the event of dissolution or final liquidation of the Corporation, the Members shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all remaining assets to such one or more of the following categories of recipients as the Members of the Corporation shall determine:

(a) a not for profit organization or organization which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code; and/or

(b) a not for profit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.