

## **Bylaws of the A.N. Pritzker PTO**

1. NAME. The name of the corporation shall be the A.N. Pritzker PTO (the “PTO”).

2. PURPOSE. The PTO is and shall remain an Illinois not-for-profit corporation with the charitable purposes of assisting and aiding the students of the A.N. Pritzker Elementary School (the “School”), a City of Chicago Public School, and of promoting open communications among the School’s administration, teachers, and parents/guardians.

3. CHARITABLE PURPOSE RESTRICTIONS.

a. The PTO shall be and shall remain a corporation formed exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The PTO shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or such corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or such corresponding section of any future federal tax code.

b. 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 and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation 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 corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or such corresponding section of any future federal tax code or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or such corresponding section of any future federal tax code.

c. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or such corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

#### 4. MEMBERS

a. Membership. All parents, guardians, and persons acting *in loco parentis* of students who are currently enrolled in the School and all current administrators, teachers, and staff of the School are eligible for membership in the PTO. Each such person may elect to be a member by signing up for membership at any time during the school year. All members shall have the right to attend and participate in all meetings of the members of the PTO, to vote on all issues presented to the members, to elect officers, and to hold office.

b. Annual Meeting. The annual meeting will be held at 6:30 pm on the first Tuesday of September of each school year and will be held at the School or at such other place as may be designated by the Chair or the Board of Directors.

c. Regular Meetings. Regular meetings will be held monthly during the school year and will be held at the School or at such other place as may be designated by the Chair or the Board of Directors. A regular meeting may be conducted in two sessions (*e.g.*, one in the morning and one in the evening) to facilitate the greatest participation of the members.

d. Special Meetings. Special meetings may be called only by the Chair or by the Board of Directors or by ten or more members. The person(s) calling the special meeting shall give written notice to all members of the time and place and purpose of the special meeting not less than five (5) and no more than sixty (60) days prior to the special meeting.

e. Quorum. Those members present at a meeting shall constitute a quorum.

f. Voting. A majority vote of the members present at a meeting (or at two sessions of a meeting, if held in two sessions) shall be required for the approval of any matter put to a vote of the members.

#### 5. BOARD OF DIRECTORS

a. General Powers. The Board of Directors shall manage the affairs, activities, and operations of the PTO. The Board of Directors may create standing and special committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the members, set the times and dates and locations of meetings of the members, set the agenda for regular meetings of the members, and supervise and direct the activities of the Officers.

b. Number. There shall be at least three (3) but no more than four (4) directors.

c. Meetings. Regular meetings of the Board of Directors will be held during the school year.

d. Quorum. A majority of the members of the Board of Directors shall constitute a quorum, and a majority vote of that quorum shall be required for any action taken by the Board of Directors.

e. Election. The members shall elect the Board of Directors, in conjunction with the election of officers, as more fully set forth below.

f. Term. The term of each director shall be one year, beginning at the last regular meeting of each school year and continuing until the last regular meeting of the following school year.

g. Removal. A director may be removed only in accordance with the Illinois General Not for Profit Corporation Act of 1986, as amended.

h. Vacancies. The Board of Directors may fill any vacancy or, if the Board of Directors so resolves, the members may elect a replacement to fill a vacancy.

## 6. OFFICERS

a. Positions. The officers of the PTO shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. The members may vote to have two persons fill any single office. In this instance, both of the persons elected by the members to fill such office shall be given all of the rights and responsibilities of such office.

b. Chair. The Chair shall be the principal executive officer and president of the PTO, shall be a member of the Board of Directors, shall be the chair of the Board of Directors, shall be the registered agent of the PTO, shall in general supervise and control the activities of the Officers of the PTO, shall preside at all meetings of the members and the Board of Directors, shall select and appoint the chairpersons of all committees, and shall be an ex-officio member of all such committees.

c. Vice Chair. The Vice Chair shall be a member of the Board of Directors. If the Chair is unable to perform his/her functions, the Vice Chair will perform such functions. The Vice Chair shall perform such other functions as may be assigned by the Chair.

d. Secretary. The Secretary shall keep the minutes of the meetings of the members, shall keep the corporate books, shall keep the list of current members, shall see that all notices are duly given in accordance with these Bylaws, and, in general, shall perform all duties incident to the office of Secretary and such other functions as may be assigned by the Chair.

e. Treasurer. The Treasurer shall have charge of, and be responsible for, all funds of the PTO; shall receive and give receipts for monies due and payable to the PTO from all sources and shall deposit such funds in such banks as may be selected by the Board of Directors; shall make disbursements as authorized and directed by the Board of Directors and/or the vote of the members; shall, as may be directed by the Chair and/or the Board of Directors, prepare and submit written budgets and financial reports; and, in general, shall perform all duties incident to the office of Treasurer and such other functions as may be assigned by the Chair.

f. Election. The members shall elect the officers during the last regular meeting of the members each school year. Upon their election as Chair and Vice Chair, such officers shall thereby be elected to the Board of Directors. If the members vote to have two persons elected to

fill either such office, then both persons so elected shall thereby be elected to the Board of Directors. If the members do not vote to have two persons elected to fill either such office, resulting in less than three (3) directors, then the members shall elect a third director.

g. Term of Office. The term of each officer shall be one year, beginning at the last regular meeting of each school year and continuing until the last regular meeting of the following school year.

h. Removal. An officer, who is also a director, may be removed only in accordance with the terms of the Illinois General Not for Profit Corporation Act of 1986, as amended, relating to the removal of directors. An officer, who is not also a director, may be removed by the vote of the members at a special meeting of the members called for that purpose.

i. Vacancies. The Board of Directors may fill any vacancy or, if the Board of Directors so resolves, the members may elect a replacement to fill a vacancy.

7. AMENDMENTS. Only the members, voting at any special meeting called for that purpose, may alter, amend, repeal, or adopt new bylaws.