

**BYLAWS**  
**SEVENTH AVENUE SCHOOL PARENT-TEACHER ORGANIZATION**  
**LAGRANGE, ILLINOIS**

**ARTICLE I – NAME AND ADDRESS**

**1.01 Name.** The name of this organization is the Seventh Avenue School Parent-Teacher Organization of LaGrange, Illinois. The organization shall also be known as the SASPTO.

**1.02 Address.** The principal office of the SASPTO is located at 701 S Seventh Avenue, La Grange, Illinois 60525.

**ARTICLE II – PURPOSE**

**2.01 Purpose.** The purpose of the SASPTO is to enhance and to support the educational experience at Seventh Avenue School by: (i) encouraging parental involvement to develop connections between school and home; (ii) improving the school environment through volunteer and financial support; (iii) sponsoring school community activities to foster family and community outreach and growth; and (iv) facilitating various fundraising activities to support these objectives.

**2.02 Charitable Organization.** In order to achieve the Purpose, the SASPTO is further organized and will be operated exclusively for charitable and educational purposes within the meanings of 805 ILCS 105/103.05(a)(1) of the Illinois General Not for Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code (the “Code”), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. (All references to sections of the Internal Revenue Code, in these Articles of Incorporation, refer to the Internal Revenue Code of 1986 as amended, or to comparable sections of subsequent internal revenue laws.)

**ARTICLE III – MEMBERSHIP**

**3.01 Members.** Membership shall be automatically granted to all parents and guardians of Seventh Avenue School students, in addition to all administrative staff and teachers who are associated with Seventh Avenue School (all such persons are referred to herein as “Members”).

**3.02 Dues.** There are no membership dues.

**3.03 Participation.** All Members shall be entitled to participate in regular meetings, vote, and serve within any of its elected or appointed positions.

**ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS**

**4.01 Officers.** The elected Officers of SASPTO are: President; First Vice President; Vice President – Ways and Means; Vice President – School Support; Secretary; and Treasurer. The Officer positions may be shared.

**4.02 Board of Directors.** The Board of Directors (the “Board”) shall consist of all the Officers, together with the Principal of Seventh Avenue. Except for in the case of an emergency, as determined by the Board, an individual shall not hold more than one Officer position on the Board at any given time. In the event of an emergency, an individual may hold more than one position on the Board, except for the offices of President and

Treasurer which must be held by different individuals. In the event an individual holds more than one position, the individual's voting rights shall only count for one position.

**4.03 *Special Appointees of the Board.*** The Board may appoint an individual to fill any special position the Board determines is necessary for the proper and efficient functioning of the SASPTO. Any member of the Board may propose such appointment of an individual who has consented to serve in such a position. The appointment must be ratified by a majority of the Board and reported at the next regularly occurring SASPTO meeting.

**4.04 *Election of Officers.***

- 4.04.1 Election of Officers for the following year shall be held no later than the May meeting.
- 4.04.2 No later than February 1<sup>st</sup>, the Board shall provide written notice to the Members of the Board positions open for election, the process for nomination to a position, and the date for election of Officers.
- 4.04.3 Individuals interested in Officer positions for the following year should complete a nomination form and return it to the Seventh Avenue School Office no later than the date specified in the notice of open Board positions. Alternatively, an individual may nominate him/herself in person at the election meeting.
- 4.04.4 Only those individuals who have consented to serve as an Officer if elected shall be considered for election.
- 4.04.5 A list of all nominated candidates shall be published in the election meeting agenda. Candidates nominated after publication of the agenda may be presented verbally at the election meeting.
- 4.04.6 The annual election of Officers will be held no later than the May meeting. Election shall be determined by a majority vote cast by ballot of the SASPTO Members who are present. If there is only one nominee for any office, upon motion from the floor, the election may be made verbally.

**4.05 *Term of Office.***

- 4.05.1 Officers shall serve for one year from June 1<sup>st</sup> to May 31<sup>st</sup>.
- 4.05.2 Officers may choose to serve additional terms in the same position, subject to the election process described in Section 2 above.
- 4.05.3 The present Board will complete its activities through the end of May and will turn over responsibilities to the incoming Board effective June 1<sup>st</sup>.
- 4.05.4 At the May meeting, the current President will introduce newly elected Officers who will make up the incoming Board. Current Officers will begin to transition all records and responsibilities for their particular position to newly elected Officers this meeting.

**4.06 *Resignation.*** Any Officer may resign at any time by giving written notice to the Board.

**4.07 *Removal.*** Officers can be removed from office with or without cause by a two-thirds vote of those present, assuming a quorum, at a regular meeting where previous notice has been given. Actions constituting cause for removal include, but are not limited to, failure of a Board member to attend regular monthly meetings for three consecutive months or failure to fulfill his/her duties after reasonable notice of such failure from the President.

**4.08 Vacancy.** A vacancy occurring in any office of the Board shall be filled by action of the Board, except that the First Vice-President shall fill a vacancy in the office of President. Such appointee will serve the unexpired term of the office to which s/he is appointed.

**4.09 No Compensation.** No member of the Board will receive any compensation from the SASPTO for their services.

**4.10 Powers of the Board.** The Board shall exercise all the powers of the SASPTO, including, but not limited to: establishing the annual SASPTO budget; transacting necessary business at regular monthly meetings of the SASPTO; creating such committees as it may deem necessary to promote its objectives and carry on the work of the SASPTO; approving work plans of committees; and delegating duties, if necessary or deemed appropriate by the Board and approved by resolution, to third parties.

**4.11 Limit of Liability.** The Board will not be personally liable for the debts, liabilities, or other obligations of the SASPTO.

## **ARTICLE V – DUTIES OF THE OFFICERS**

**5.01 President.** The President shall serve as the official representative of the SASPTO and shall serve as member ex-officio of all committees. The President shall have general charge and supervision of the SASPTO and shall perform the duties pertaining to the office of President, including but not limited to, scheduling and conducting all SASPTO meetings, whether monthly, special or Board meetings; monitoring the SASPTO business affairs in accordance with the SASPTO Bylaws; reviewing and approving all contracts between the SASPTO and third parties; and managing publicity. In addition, the President shall have the authority to appoint committees and to appoint individuals to chair special committees. The President will attend any district PTO Presidents' meetings and any other meetings when required and assist chairperson(s) when necessary. When there are co-Presidents, division of duties may be agreed upon between the two persons holding the office.

**5.02 First Vice President.** The First Vice President is responsible for providing assistance to the President as requested or delegated by the President. The First Vice President shall: work with Board members to ensure Officers are performing their assigned duties; attend all SASPTO meetings; act as an aide to the President; perform the duties of the President in the absence or inability of the President to serve; and assume other responsibilities as assigned by the President or the Board. When there are co-First Vice Presidents, division of duties may be agreed upon between the two persons holding the office.

**5.03 Vice President – Ways and Means.** The Vice President – Ways and Means is responsible for all SASPTO fundraising activities. The Vice President – Ways and Means shall: work with committee chairpersons of all fundraising activities to ensure that SASPTO-approved events are planned and executed each year; attend all SASPTO meetings; perform the duties of the President in the absence or inability of the First Vice President to serve in that capacity in coordination with the other Vice Presidents; and assume other responsibilities as assigned by the Board. When there are co-Vice Presidents – Ways and Means, division of duties may be agreed upon between the two persons holding the office.

**5.04 Vice President – School Support.** The Vice President – School Support is responsible for all SASPTO activities that enrich students' educational and social experiences. The Vice President – School Support shall: work with committee chairpersons to ensure that SASPTO-approved events are planned and executed each year; attend all SASPTO meetings; perform the duties of the First Vice President in the absence or inability of the First Vice President to serve in coordination with the other Vice Presidents; and assume other responsibilities as assigned by the Board. When there are co-Vice Presidents – School Support, division of duties may be agreed upon between the two persons holding the office.

**5.05 Secretary.** The Secretary is responsible for keeping the records of the SASPTO. The Secretary shall: give notice of all meetings, monthly or special, to all SASPTO Members; record, distribute, and maintain records of the minutes of all SASPTO meetings; update the parent contact list at the beginning of each school year; send e-mail broadcasts as directed by the SASPTO officers, or by committee chairpersons; route the incoming SASPTO mail on a weekly basis; and assume other responsibilities as assigned by the Board. When there are co-Secretaries, division of duties may be agreed upon between the two persons holding the office.

**5.06 Treasurer.** The Treasurer is the custodian of the funds of the SASPTO which shall be deposited in a bank designated by the Board. The Treasurer shall: write checks for all approved SASPTO expenses; keep an itemized account of receipts and expenditures and present a full account at each monthly meeting; hold all financial records; prepare a proposed budget for the next fiscal year to be presented to the Board at the end of the current fiscal year for approval in consultation with the current and incoming Presidents and Vice-Presidents of Ways and Means; assist the President and Vice-Presidents as needed; and attend any SASPTO function that requires the Treasurer's presence. When there are co-Treasurers, division of duties may be agreed upon between the two persons holding the office.

**5.07 Principal.** The Principal of Seventh Avenue School is the representative for the teachers and staff of Seventh Avenue School. The Principal shall: act as the liaison between the Board and the school staff; provide feedback regarding needs of the school and staff that fall within the SASPTO purpose; actively participate in SASPTO monthly meetings; and assist the SASPTO, as needed, in implementing its programs.

## ARTICLE VI – COMMITTEES

**6.01 Committees.** At the discretion of the Board, one or more Committees may be formed to coordinate specific activities assigned to the Committee. Committees may be created or dissolved with the approval of the Board at any time.

**6.02 Chairperson.** Each Committee shall consist of at least one chairperson appointed by the Board; however, if there is more than one chairperson for the Committee, the Board will appoint a lead chairperson who will be responsible for coordinating and reporting on the Committee's activities and finances. When a chairpersonship becomes vacant, the Board will appoint a person to fill the unexpired term. The chairperson(s) of each Committee shall: fulfill Committee objectives with Board approval and the aid of the SASPTO Members; have the authority to submit routine expenditures within budgetary guidelines to the Treasurer; and orally report the Committee's activities to the respective Vice-President and at the regular monthly meetings. If the chairperson is absent, the Vice-President will report on the Committee's activities at the regular monthly meeting.

## ARTICLE VII – MEETINGS

**7.01 Monthly Meetings.** Regular meetings of the SASPTO shall be held monthly during the school year on dates and at times to be determined by the President and the Principal. Meetings are open to all Members.

**7.02 Special or Emergency Meetings.** Special or emergency meetings may be called by the President or by a majority of the Board when deemed necessary.

**7.03 Notice.** Notice of SASPTO meetings shall be communicated in advance to the school community.

**7.04 Quorum.** The greater of (a) four Board members or (b) if the Board consists of less than seven members, then a majority of the Board members shall constitute a quorum for the transaction of business at regular monthly meetings.

**7.05 Approval of Motions.** Unless otherwise required by law or these Bylaws, any measure submitted for action by the membership shall require the affirmative vote of a simple majority of the Members present at the meeting. An abstention will not be considered to be a vote in determining whether a motion is approved.

**7.06 Special or Emergency Action of the Board.** The Board may take special or emergency actions without a meeting provided that: (a) any such action is approved by unanimous written consent by all Board members, and (b) that such action is reported to the Members at the meeting that follows such action. A unanimous written consent may be sent and may be signed electronically. Signatures by the Board on any such unanimous written consent may be completed in counterparts.

**7.07 Books and Records.** The Board will maintain correct and complete books and records of account and of minutes of the meetings of the SASPTO, its Board and the Committees. Such records may be kept electronically or in hard copy. All such electronic records shall be posted on the SASPTO internet website and may be inspected by any person upon prior written notice, at any reasonable time.

## **ARTICLE VIII – FINANCIAL POLICIES**

**8.01 Fiscal Year.** The fiscal year of the SASPTO shall begin on July 1 and end on the following June 30.

**8.02 Annual Budget.** The incoming and outgoing Boards shall meet to decide on a budget for the new term. The annual budget of the estimated income and expenditures should be approved by the organization no later than the September SASPTO meeting.

### **8.03 Non-Budgeted Expenses.**

- 8.03.1 Any expenditure not approved in the budget, including Committee expenses that exceed the budgeted allowance for the Committee's activities, shall be brought before the SASPTO, with an estimate of the expense, for approval by the Members.
- 8.03.2 A non-budgeted payout of less than \$501.00 that requires the immediate action between SASPTO meetings shall be authorized by a simple majority vote of the Board. The vote and circumstances of the non-budgeted payout shall be presented to the Members at its next meeting

### **8.04 Expense Reimbursement and Payments.**

- 8.04.1 A completed SASPTO Expense Form with receipts attached submitted to the Treasurer is required to receive reimbursement. A completed SASPTO Expense Form with invoice is required for a vendor check. Because the SASPTO is a tax-exempt organization, Members will not be reimbursed for taxes paid, except under special circumstances to be determined by the Board in its sole discretion.
- 8.04.2 All payments of expenses of the SASPTO shall be made by check or draft drawn on the banking account of the SASPTO and shall be signed by the Treasurer for expenses approved by the Board.

### **8.05 Charitable Contributions and Deposits.**

- 8.05.1 The Board may accept donations (in kind or in monetary funds) on behalf of the SASPTO for the general and charitable purposes of the SASPTO as permitted by the purposes set forth in Article II.
- 8.05.2 Funds collected for the SASPTO must be promptly submitted with a completed SASPTO Deposit Form to the Treasurer. Cash receipts should be deposited in the banking account of the SASPTO as soon as they are counted, verified and turned over to the Treasurer. If funds are collected as a

result of Committee activities, the chairperson of the Committee shall provide a report of the earnings at the next SASPTO meeting.

**8.06 Contracts.** All contracts or written agreements shall be executed on behalf of the SASPTO by the President or Secretary.

**8.07 Audit.** The Board shall have the authority to request an audit of the Treasurer's financial records by an individual not active in the SASPTO, with expertise in financial accounting. Such audit and the appointment of the auditor must be approved by a majority vote of the Board.

## ARTICLE IX – AMENDMENTS

**9.01 Amendment of Bylaws.** The Board may appoint a committee, by majority vote at a meeting of the Board, to submit amendments to or revisions of the existing Bylaws.

**9.02. Amendment Approval.** These Bylaws may be amended at any regular monthly meeting of the SASPTO by a majority vote of the Members present and voting, provided that notice of the proposed amendment(s) has been given at the previous SASPTO meeting and published for all Members prior to voting.

## ARTICLE X – CONFLICT OF INTEREST POLICY

**10.01 Purpose.** The purpose of the conflict of interest policy is to protect the interests of the SASPTO when it contemplates entering into a transaction or other arrangement that might benefit the private interest of an SASPTO Officer or Board member or that may result in a possible excess benefit transaction (as defined by IRC 4958). This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### 10.02 Definitions.

10.02.1 **Interested Person.** Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

10.02.2 **Financial Interest.** An Interested Person has a financial interest if the Interested Person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the SASPTO has entered into a transaction or other arrangement;
- ii. A compensation arrangement with the SASPTO or with any entity or individual with which the SASPTO has entered into a transaction or other arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SASPTO is considering entering into a transaction or other arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. An Interested Person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### **10.03 Procedures.**

10.03.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

10.03.2 Procedures for Addressing the Conflict of Interest.

- i. An Interested Person shall disclose the possible conflict to the Board as soon as s/he has knowledge of the possible conflict.
- ii. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. If requested by the Board or the Interested Person, the Interested Person may make a presentation to the Board at a regular or special meeting to discuss the possible conflict. Once the presentation is complete, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- iv. The Board shall determine whether an alternative to the proposed transaction or arrangement exists that would not give rise to a conflict of interest.
- iv. If an alternative exists, the Board shall pursue that alternative for the proposed transaction or arrangement. If no alternative is reasonably possible under circumstances, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of SASPTO, whether it is fair and reasonable, and therefore, whether to enter into the transaction or arrangement.

10.03.3 Violations of the Conflict of Interest Policy.

- i. If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual or possible conflict of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines that the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **10.04 Records of Proceedings.** The minutes of the Board shall contain:

10.04.01 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the Board's decision as to whether a conflict of interest in fact existed.

10.04.02 The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

**10.05 Annual Statements.** Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person: has received a copy of the conflict of interest policy; has read and understood the policy; has agreed to comply with the policy; and understands that the SASPTO is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

- 10.06 *Periodic Reviews.*** To ensure that the SASPTO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board.
- 10.07 *Use of Outside Experts.*** When conducting the periodic reviews as provided for this Article, the SASPTO may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE XI – DISSOLUTION**

**11.01 *Approval of Dissolution.*** If deemed appropriate by the Board, the Board may adopt a resolution recommending the dissolution of the SASPTO with such recommendation to be discussed and voted on by the Members at the next regular monthly meeting of the SASPTO. The Board will provide written notice of its recommendation of dissolution to the Members at least thirty (30) days prior to the date of such meeting. The notice must explicitly explain that the matter of dissolution will be subject to a vote at that next monthly meeting. Approval of dissolution of the SASPTO shall require the affirmative vote of a simple majority of the Members present at the meeting

**11.02 *Effect of Dissolution.*** Upon approval of dissolution, all assets shall be used for one or more of the educational purposes for which they were collected. At such time as the SASPTO ceases to function, the Board shall use all remaining funds in its budget, or in any accounts that it may hold as an organization, first to pay all outstanding accounts payable. In the event that any funds shall thereafter remain, such funds shall be transferred in their entirety to Seventh Avenue School. Any such transfer is subject to all applicable state and federal laws including, but not limited to, laws governing not-for-profit organizations.