

**AMENDED AND RESTATED BY-LAWS OF THE OAK SCHOOL
PARENT-TEACHER ORGANIZATION OF HINSDALE
(the “By-Laws”)**

ARTICLE I

TERMS, DEFINITIONS AND NOTICE REQUIREMENTS

Articles of Incorporation: The most current version of the documentation that provided for the formation of the Oak School Parent-Teacher Organization of Hinsdale (the “PTO”).

Budget: A statement of the PTO’s financial position for the upcoming Fiscal Year (defined in Article III, Section 6) based on estimates for expenditures and proposals for financing them; presented by the Officers at the Annual Meeting.

Executive Committee: Officers, Principal of Oak School by invitation.

Members: All Oak School parents who are current on their Membership dues to the Oak PTO.

Member Meeting(s): Any meetings of the Members including Regular Meetings, Special Meetings and Annual Meetings.

Nominating Committee: Current PTO Officer, the Principal of Oak School (or person in his/her stead at the time); and one other Member at the invitation of the President(s).

Officers: President(s), Vice President(s), Treasurer, Assistant Treasurer, Vice President of Communications.

Officer Slate: A list of proposed individuals to fill specified Officer positions for the forthcoming year that is presented by the Nominating Committee.

Resolution: A Proposal brought forth from the Executive Board or a Member with due notice requesting special action to be taken by the Members subject to an affirmative vote by the Members.

Vote: A majority vote of the Members present and voting shall pass any proposed action except for a vote on Dissolution, which requires an affirmative vote of two-thirds (2/3) of those Members present.

Notice Requirements: The following actions require notification in the Hootiegram and/or other appropriate publication:

Officer Slate (for upcoming PTO year): thirty (30) days prior to Annual Meeting.

Budget (for upcoming Fiscal Year): thirty (30) days prior to Annual Meeting.

Future Planning Funding Resolution: twenty (20) days prior to the next Regular Meeting.

Regular Meetings: preferably at least two (2) weeks, but not less than five (5) days prior to such meeting.

Special Meetings: at least two (2) days prior to such meeting.

Meeting to Amend By-Laws: twenty (20) days prior to such meeting.

Meeting to Amend Articles of Incorporation: twenty (20) days prior to such meeting.

Meeting for Dissolution of PTO: twenty (20) days prior to such meeting.

ARTICLE II

MISSION

The Oak School Parent-Teacher Organization of Hinsdale is an organization of parents and staff of Oak School in Hinsdale, Illinois. The PTO is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"). The purposes of the PTO (the "Mission") are to:

- (a) Build a stronger school community;
- (b) Secure for every child the highest advantages of education through united efforts between Oak School and the public;
- (c) Enhance and support the curriculum at Oak School through appropriate supplemental programs and materials not normally offered by District 181;
- (d) Support local educational opportunities for parents pertaining to children's social, emotional and academic well-being; and
- (e) Facilitate communications between the students' homes and Oak School.

ARTICLE III

GENERAL POLICIES

The general policies of the PTO shall be non-commercial, non-sectarian, non-partisan, non-profitable and non-discriminatory. Further:

Section 1, Payments. No Member shall receive any part of the PTO earnings except to pay reasonable compensation for services rendered, and reimbursement of PTO-related expenses, or other such payments and distributions consistent with these By-Laws.

Section 2, Use of the PTO Name.

- (a) The name of the PTO or the names of its Officers in their official capacities shall not be used in any connection with: a commercial concern, a partisan or political interest, or for any purposes not appropriately related to the Mission of the PTO set forth within these By-Laws.

- (b) The PTO shall neither participate in any campaign nor endorse (either directly or indirectly) any political candidate or legislative action. This includes the publication or distribution of materials regarding any candidate or legislative action or any other activity intended to influence the outcome of a campaign or legislation.

Section 3, Collaboration with Outside Entities. The PTO may collaborate with other organizations and agencies concerned with child welfare; however, persons representing the PTO in such matters shall not make commitments that bind the PTO financially or otherwise.

Section 4, IRS Compliance. The PTO shall comply with all federal, state, and local laws, including the requirements of federal income taxation under Section 501(a) of the Code.

Section 5, Registered Office. The PTO shall maintain a registered office and a registered agent in the State of Illinois at all times.

Section 6, Fiscal Year. The PTO fiscal year shall begin on August 1st each year and end on July 31st of the following year (“Fiscal Year”).

Section 7, Authorization to Act. The Members may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO, and such authority may be general or specific.

Section 8, Limited Liability. The PTO shall not be liable for any alleged wrongdoing in the course of ordinary business, whether or not intentional, and no cause of action may be brought against the PTO for damages as a direct or indirect result of the Officer’s judgement or discretion in connection with his/her duties or responsibilities.

Section 9, Books and Records. The PTO shall keep accurate and complete books and records both current and historic available for inspection by a Member or his/her agent for any proper purpose at a mutually determined time and place. The books and records of the PTO shall include: financial statements, meeting minutes, By-Laws, Articles of Incorporation and other necessary documents. To the extent required by law, all financial documents must be kept for a period of seven (7) years, at which time such documents may be destroyed.

Section 10, Debt. No loans or debts shall be issued in the PTO’s name unless authorized by a resolution of the Members.

Section 11, Deposits. All funds of the PTO shall be deposited into a bank, trust company or other depository account that identifies the PTO as the sole beneficiary of the funds.

Section 12, Gifts. The Members may not accept any contribution, gift, bequest or device except on behalf of the PTO for the purposes of the PTO.

ARTICLE IV

MEMBERS

Section 1, Classes of Members. The PTO shall have one (1) class of Members.

Section 2, General Powers. Members shall manage the business and affairs of the PTO.

Section 3, Voting Rights. Each Member shall be entitled to one (1) vote per paid PTO membership, as described in Section 4, below, on matters submitted to a vote of the Members.

Section 4, Membership. All registered Oak School families and Oak School staff members may become PTO Members at any time upon the payment of the requisite annual PTO dues. Annual PTO dues shall be payable at or prior to the first Regular Meeting (as defined in Article V, Section 5) of the Members. Any individual paying such annual dues after the first Regular Meeting of the Members shall become a Member of the PTO at the time of receipt of payment of said dues. Dues are not refundable unless a family withdraws from Oak School before the first Regular Meeting.

Section 5, Resignation. Any Member may resign by filing a written resignation letter with the Vice President(s) of the PTO.

Section 6, Transfer of Membership. Membership is neither transferable nor assignable.

Section 7, No Membership Certificates. No Membership certificates shall be issued.

ARTICLE V

MEMBERSHIP MEETINGS, NOTICE AND COMMUNICATIONS

Section 1, PTO Communication. Notice of all necessary and appropriate Member Meetings, Votes, Resolutions, and PTO business shall be disseminated to all Members through one or more of the following:

- (a) The Hootiegram or other successor/replacement publication;
- (b) Other written communication disseminated by Oak School or the PTO and made available to all PTO members; or
- (c) Posting on an Oak School website accessible to all Members.

Notice shall be deemed delivered when deposited in the United States mail with the appropriate prepaid postage affixed; electronically posted by the sender; or disseminated by teachers or administrators.

Section 2, Notice of Meetings. Notice of any Member Meeting shall state the date, time, and location of the meeting. Notice shall be given in accordance with the “Notice Requirements” set forth in Article I, above.

Section 3, Waiver of Notice. Whenever notice is required, a Member may waive notice either explicitly, in writing and signed by the Member; or implicitly by attending such meeting that required notice. Any Member may waive notice of any Member Meeting. The attendance of a Member at any Member Meeting shall constitute a waiver of notice, except that, a Member may attend a Member Meeting for the sole purpose of making an objection that any business transacted at such Member Meeting is not proper in the Member’s good faith belief. If a Member attends a Member Meeting for the sole purpose of contesting proper notice, the Member shall state the objection prior to the commencement of the Member Meeting. Furthermore, if any Member objects

based on improper notice, yet stays for the duration of the Member Meeting, that Member cannot later object to any business transacted at that Member Meeting.

Section 4, Annual Meeting. An annual meeting of the Members shall be in May of each calendar year to:

- (a) Elect PTO Officers;
- (b) Designate PTO Committee Chairs and Committee Members;
- (c) Approve a budget for the forthcoming Fiscal Year; and
- (d) Transact any other necessary business.

Section 5, Regular Meeting(s). Regular Meetings shall be held at least four (4) times from September through April of each school year. There shall be no Regular Meeting in December; however, a Special Meeting may be called with requisite notice.

Section 6, Time and Place of Meeting. Member Meetings shall be at the registered office of the PTO unless otherwise indicated in the notice. If the PTO Members elect to meet at any other place, all business and/or votes taken shall be valid.

Section 7, Special Meeting. Special Meetings of the Members may be called by either the President(s) or written request containing original signatures of forty (40) or more Members hand-delivered to the PTO President(s) or any other Officer. A Special Meeting shall be called to consider any of the following: (a) the removal of an Officer; (b) the appointment of an Officer to fill a vacancy; (c) a merger, consolidation, or dissolution of the PTO; (d) a sale, lease or exchange of all or substantially all of the assets of the PTO; or (e) one or more amendment(s) to these By-Laws.

Section 8, Notice of Special Meetings. Notice of Special Meetings shall state the following: (a) “Special Meeting of the Members”; (b) the purpose for the Special Meeting; and (c) a description of proposed matters to be discussed. Best efforts shall be made to provide notice of the Special Meeting to the Members at least two (2) days prior to the meeting.

Section 9, Quorum. A quorum at any meeting shall equal the Members present and eligible to vote.

Section 10, Manner of Acting. A vote of the majority of the Members present and voting shall pass any proposed action.

Section 11, Informal Action by Members. Any action required to be taken at a Members Meeting, or any other action which may be taken at a Members Meeting, may be taken without a meeting provided that a consent in writing, setting forth the action to be taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof.

Section 12, Proxies. A Member may vote by written proxy signed by the Member or by his/her other authorized agent. Proxies shall be valid for the duration of the academic year unless otherwise indicated in the proxy.

Section 13, Presumption of Assent. A Member shall be presumed to have assented to any action taken at a meeting unless the Member dissents and the dissent is entered into the minutes; or the Member files a written dissent at the meeting with the Vice President(s) or other qualified representative present before adjournment of the meeting; or the Member forwards a dissent by registered mail to the Vice President(s) immediately after adjournment. Any Member who voted in favor of an action cannot later dissent unless there has been a material misrepresentation of the facts.

ARTICLE VI

OFFICERS AND EXECUTIVE COMMITTEE

Section 1, Number; Qualifications. The Officers shall include: a President, a Vice President, a Treasurer, an Assistant Treasurer and a Vice President of Communications. Any two (2) or more offices may be held by the same person. The office of the President and the office of the Vice President may each be shared by more than one individual, as Co-Presidents or Co-Vice Presidents, with the authority and duties allocated between such individuals as they deem appropriate and provided that such authority and duties comply with these By-Laws. Only Members may hold an office. The Members may add other Officer positions. New Officer positions shall be subject to a vote of the Members and shall require an amendment to these By-Laws.

Section 2, Nomination of Officers. Officers shall be nominated by a committee comprised of (a) each Officer duly elected or appointed and then holding office; (b) the Principal of Oak School (or person in his/her stead at the time); and (c) one other Member at the invitation of the President(s). The Nominating Committee shall present a slate of candidates with the names of each nominee for PTO office at least thirty (30) days prior to each Annual Meeting. The slate shall be published in the Hootiegram and/or communicated by any other appropriate means to all Members. In addition, any Member may nominate another Member for office at any Annual Meeting.

Section 3, Election and Terms of Office. The election of Officers shall be held at an Annual Meeting. The nominee who receives the majority vote shall assume the position of that office and shall hold office until the next Annual Meeting or until a successor is selected. If the election of Officers is not held at an Annual Meeting, it shall be held as soon thereafter as practical.

Section 4, Removal and Resignation. Any Officer may be removed by the Members if, in their good faith belief and judgement, removal is in the best interests of the PTO. Any Officer may resign from such office by filing a written resignation with the Vice President.

Section 5, Vacancies. A vacancy in any office may be filled by the Members for the remainder of the term at any Regular or Special Meeting. The Nominating Committee shall notify Members present of the candidate to fill the vacancy at least one (1) week prior to the Regular or Special Meeting.

Section 6, President(s). The President(s) shall: (a) be the principal executive officer of the PTO; (b) supervise the business and affairs of the PTO; (c) be an ex-officio member(s) of all committees; (d) appoint a chairperson to all committees (except the Executive Committee and the Nominating

Committee); and (v) serve as chairperson(s) at all Member Meetings, meetings of the Executive Committee and meetings of the Nominating Committee. The President may sign, along with any other Officer with the power to sign, any Member-approved contracts or other legal instruments. The President(s) shall perform all duties incident to the office of President or as may be prescribed by the Members.

Section 7, Vice President(s). If for any reason the President is unable or unwilling to act, the Vice President(s) shall perform the duties of the President and shall have all the same powers and restrictions of the President. The Vice President(s) shall be familiar with the By-Laws and serve as parliamentarian at all Member Meetings. The Vice President(s) shall conduct the Nominating Committee meetings and present the slate of candidates at the April Regular Meeting prior to the Member vote at the Annual Meeting. The Vice President shall: (a) keep the minutes of Member Meetings, and the meetings of the Executive Committee and the Nominating Committee; and (b) be the custodian of the records, documents and historical minutes of the PTO, excluding any records kept by and related to the office of the Treasurer as described in Section 8, below.

Section 8, Treasurer. The Treasurer shall: (a) receive all PTO money; (b) keep accurate records of receipts and expenditures; (c) pay out funds in accordance with the approved budget; (d) present a financial statement at every meeting of the Members and at other times as requested by the Executive Committee; (e) make a full financial report at the first Executive Committee Meeting to be held after the close of the PTO Fiscal Year; (f) be responsible for all funds of the PTO; (g) receive and give receipts for moneys due and payable to the PTO; (h) deposit all moneys in the name of the PTO in financial institutions; (i) filing all legal and necessary tax documents; (j) maintaining historical financial statements for seven (7) years, to the extent required by law; (k) perform all the duties incident to the office of the Treasurer and such other duties as may be assigned to him/her by the President, or by the Members; (l) aid the Assistant Treasurer in understanding and accepting the responsibilities and duties of the Treasurer; and (m) provide any of the documentation described above for inspection by any Member upon request and at a mutually agreed upon place and time.

Section 9, Assistant Treasurer. The Assistant Treasurer shall: (a) aid the Treasurer at the Treasurer's reasonable request; and (b) assume the responsibilities of the Treasurer after a reasonable time in the position of Assistant Treasurer.

Section 10, Vice President of Communications. The Vice President of Communications shall: (a) be responsible for proper and timely notice of all meetings; and (b) be responsible for the dissemination of all other Member communications.

Section 11, Term Limitation of Office. No person is eligible to serve more than two (2) consecutive terms in the same office unless no other Member volunteers for the position.

Section 12, Membership on the Executive Committee. Each Officer shall be a member of the Executive Committee. The Principal of Oak School may be invited by the Executive Committee to also serve on the Executive Committee.

Section 13, Responsibilities of the Executive Committee. The Executive Committee shall have the power to act on behalf of the Members and transact any necessary business of the PTO. The Executive Committee shall (a) prepare and present to the Members for their approval at the Annual Meeting, or as soon thereafter as practicable, a budget for the forthcoming PTO Fiscal Year; (b) conduct an annual enrollment of Members prior to the beginning of each new school year; (c) determine the annual dues payable to the PTO by its Members; and (d) present Resolutions to the Members pursuant to appropriate notice for vote at Regular, Special or Annual Meetings.

ARTICLE VII

MEMBERSHIP COMMITTEES

Section 1, General Committees. The PTO may maintain committees for the purposes of executing the Mission. These committees shall exercise the powers and restrictions granted to it by the Members. The President(s) may appoint individuals to serve as members or chairpersons on all committees with the exception of the Executive Committee. All individuals elected or appointed to each committee must be Members unless otherwise provided in the committee Resolutions. The Members may, by voting in favor of a Resolution presented by the Executive Committee: (a) create additional committees, (b) appoint individuals to serve on such committees, and (c) dissolve committees.

Section 2, Future Planning Committee. The Members shall form a future planning committee, consisting of the Executive Committee, the Past President(s) who served one (1) year prior, and no more than two (2) other Members designated by the current President(s) (the “Future Planning Committee”). The Future Planning Committee shall meet regularly to: (a) identify Oak School needs for additional programs, activities, materials and equipment to enhance and enrich the curriculum and/or facility that are consistent with the Mission; (b) determine available funds for possible expenditures net of the Budget and appropriate financial reserve; and, (c) exercise due diligence by acquiring competitive analysis, multiple bids and/or other pertinent information when evaluating capital expenditures. The Future Planning Committee may adopt a funding resolution to present to the Members for a vote at the next Regular Meeting. Notice of the Resolution shall be posted as required in the By-Laws at least twenty (20) days prior to the next scheduled Regular Meeting.

Section 3, Committee Membership. Each Member of every Oak School committee shall continue to serve on the committee until the next Annual Meeting of the Members of the PTO unless such committee member resigns or is removed for cause.

Section 4, Committee Chairperson. One (1) member of each committee (exclusive of the Executive Committee and the Nominating Committee) shall be appointed by the President(s) as Chairperson of such committee. The Chairperson may serve a maximum of two (2) consecutive terms as Chairperson of the same committee unless no other member volunteers for such position.

Section 5, Chairperson Vacancies. Vacancies in the Chairperson of any committee (except of the Executive Committee and the Nominating Committee) may be filled by an appointment made by the President(s) for the unexpired term.

Section 6, Quorum; Manner of Acting. A majority of the committee Members present and eligible to vote at any meeting of such committee shall constitute a quorum, and the act of the majority of the committee present shall be the act of the committee.

Section 7, Removal or Resignation. Any committee member may be removed for cause by the Members if, in the good faith belief and judgment of the Members, the PTO would be best served by removing such committee member. Any committee member may resign from such position by filing a written resignation with the Vice President(s).

Section 8, Rules. Each committee may adopt additional rules for its committee if such rules are consistent with the By-Laws and with any rules adopted by the Members.

ARTICLE VIII

AMENDMENTS

Section 1, Amendments to Articles of Incorporation or By-Laws. The power to alter, amend, or repeal the Articles of Incorporation or the By-Laws, or to adopt new Articles of Incorporation or By-Laws shall be vested in the Members. The Executive Committee shall first adopt a Resolution recommending any such proposed alteration, amendment, repeal or adoption of new Articles of Incorporation or By-Laws with appropriate Notice at least twenty (20) days prior to the Meeting. The Members shall vote on the Resolution at any Special, Regular or Annual Meeting of the Members.

Section 2, Review of the By-Laws. The Executive Committee or a special committee formed by the President(s) for such purpose shall review the By-Laws no less than every three (3) years to determine whether any amendments or additions to the By-Laws are necessary for the effective operation of the PTO.

ARTICLE IX

DISSOLUTION

The PTO may dissolve if the Executive Committee adopts a Resolution proposing that the PTO be dissolved and recommends a plan for the distribution of the assets. All questions of dissolution and distribution of assets shall be submitted to a Vote at a Special or Annual Meeting of the Members. Notice of such proposed action shall be given to all Members not less than twenty (20) days prior to such meeting and shall include a plan for the disposition of all the PTO's assets after payment of any PTO liability. The affirmative vote of two-thirds (2/3) of the Members present and voting is required to pass a proposal for dissolution.

In the event of dissolution, the Members shall first pay all the liabilities of the PTO, and then distribute all remaining assets to such one (1) or more of the following:

- (a) a not-for-profit organization or organization, which may have been created to succeed the PTO, provided that, such organization or each such organization(s) qualifies as a governmental unit under Section 170(c) of the Code or as an organization under Section 501(a) of the Code; and/or

