

**RIVERSIDE BROOKFIELD HIGH SCHOOL**  
**PATRONS' COUNCIL**  
**PARENT TEACHER ORGANIZATION**  
**DRAFT BYLAWS**

**ARTICLE I – NAME AND PURPOSE**

**Section 1: NAME** - The name of this organization shall be the Riverside Brookfield High School Parent Teacher Organization ~~Patrons' Council~~, hereinafter referred to as “the ~~PTO Council~~.”

**Section 2: PURPOSE** - The purpose of the ~~PTO Council~~ is to work closely with parents/guardians, administration and staff of the high school, bona fide student groups, and the community in support of the mission of Riverside Brookfield High School District 208. The District's mission is as follows: “Riverside Brookfield High School is a partnership of parents, students, staff, Board of Education, elementary schools and community. This academic partnership will provide a comprehensive education in a safe, orderly, well-equipped environment. All students will be prepared with the intellectual, aesthetic, vocational, physical, personal and social skills necessary to be responsible and effective members of a diverse and changing world.”

**ARTICLE II – ~~COUNCIL~~PTO MEMBERSHIP AND ~~COUNCIL~~PTO MEETINGS**

**Section 1: MEMBERSHIP IN THE ~~PTO COUNCIL~~** - Membership in the ~~PTO Council~~ shall be open to the parents/guardians of students attending Riverside Brookfield High School, District Staff, and community members over the age of 18 who subscribe to its purpose and upon payment of dues, if any.

**Section 2: DUES** – The levying of annual dues and the amount shall be determined by the Executive Board no later than one month prior to the commencement of the membership year.

**Section 3: PARTICIPATION AND VOTING** - Only members of the ~~PTO Council~~ who are in good standing may participate in the business of the ~~Council~~PTO. Each paid membership shall be entitled to one vote. At any regular or special meeting of the ~~Council~~PTO at which a quorum is present, the affirmative vote of a simple majority of the members present shall be required for the approval of any matter put to a vote. The President shall be able to vote on all motions.

**Section 4: ANNUAL MEETING OF THE ~~COUNCIL~~PTO** - The annual meeting of the ~~Council~~PTO for the election of officers and for the transaction of general business shall be held during April or May, or as determined by the Executive Board. If the election of officers is not held on the day designated for the annual meeting, the Executive Board or the President shall cause the election to be held within thirty (30) days thereafter at a regular meeting, or if a regular meeting is not scheduled, by calling a special meeting of the ~~Council~~PTO for the purpose of electing such officers.

**Section 5: REGULAR MEETINGS OF THE COUNCIL PTO** – Regularly scheduled meetings of the Council PTO shall be held during the school year and coordinated with the school calendar. Dates, times, and places of meetings shall be determined by the Executive Board, published on the school website, and announced at the first regular meeting of the year. At least two (2) days’ notice shall be given of a change of date of any scheduled meeting.

**Section 6: SPECIAL MEETINGS OF THE COUNCIL PTO** - A special meeting of the Council PTO can be called by the President, by four (4) members of the Executive Board, or by twelve (12) members of the Council PTO. Except in cases of emergencies, at least three (3) days’ notice shall be given. Such notice shall contain the time, date, place and purpose for which the meeting has been called.

**Section 7: SPECIAL OR EMERGENCY MEETING MINUTES OF THE COUNCIL PTO** – When a special or emergency meeting of the Council PTO occurs, a written record of any such business or meeting(s) shall be included within the minutes of the next Council PTO regular meeting and made a part of the Council PTO’s permanent file.

**Section 8: QUORUM OF THE COUNCIL PTO** – A quorum for the transaction of the business of the Council PTO shall consist of (5) five members of the Council PTO, including at least two (2) officers.

**Section 9: PROXY** – Voting by proxy is prohibited.

### **ARTICLE III – EXECUTIVE BOARD AND MEETINGS OF EXECUTIVE BOARD**

**Section 1: EXECUTIVE BOARD** - The Executive Board shall consist of the following officers: President, at least one Vice President, Secretary, Treasurer, Parliamentarian, and such additional officers and/or members as deemed necessary to conduct the business of the Council PTO. Members may vote to have two (2) persons fill any single office; both of the persons elected to fill such office shall be given all the rights and responsibilities of such office. Preferably, all feeder elementary schools (Districts 94, 95, and 96) will be represented among these officers. The duties of each officer are prescribed by Article IV - Duties of Officers.

**Section 2: MEETINGS OF THE EXECUTIVE BOARD** - Meetings of the Executive Board can be called by the President or three (3) members of the Executive Board. Except in cases of emergencies, at least three (3) days’ notice shall be given for a physical meeting. Such notice shall contain the time, date, place and purpose of the meeting. In lieu of a physical meeting, an Executive Board meeting may be held by e-mail or any other electronic means provided that the following procedures are followed:

- A) All Executive Board members consent to said electronic meeting;
- B) Executive Board members must respond within 24 hours of the request to consent to the electronic meeting; and
- C) Voting must be open for two (2) days from the date the ballot is delivered; and

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**Section 3: QUORUM OF EXECUTIVE BOARD** – A majority of Executive Board members shall constitute a quorum for the transaction of business in any meetings of the Executive Board.

**Section 4: VOTING** – At any regular or emergency meeting of the Executive Board at which a quorum is present, the affirmative vote of a majority of the members of the Executive Board present shall be required for the approval of any matter put to a vote.

**Section 5: ABSENCES** - Any appointed Executive Board member absent for three (3) [CouncilPTO](#) meetings without prior notice shall automatically forfeit his/her place on the Executive Board and be so notified.

**Section 6: COMPENSATION** – No officer shall receive any compensation for services as an Officer of the [CouncilPTO](#). Officers may be reimbursed for personal expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Executive Board.

#### **ARTICLE IV - DUTIES OF OFFICERS**

**Section 1: OFFICERS** – The officers are members of the Executive Board as prescribed in Article III, Section 1: Executive Board, and include a President, at least one Vice President, Secretary, Treasurer, Parliamentarian, and such additional officers as deemed necessary to conduct the business of the [CouncilPTO](#). Each officer shall perform the duties of their respective office as set forth below.

**Section 2: PRESIDENT(S)** - The President shall:

- A) Preside at all meetings of the [CouncilPTO](#) and the Executive Board;
- B) Prepare agendas for [CouncilPTO](#) and Executive Board meetings;
- C) Sign or countersign all contracts and documents in furtherance of properly authorized [CouncilPTO](#) business;
- D) Be a member *ex officio* of all committees except the Nominating Committee. If the President is authorized to sign checks and if a Financial Review Committee is used, the President shall not be a member of said Committee; and
- E) Coordinate the work of the officers and committees in order that the [CouncilPTO](#)'s purpose may be promoted.

**Section 3: VICE PRESIDENT(S)** - The Vice President(s) shall:

- A) Oversee the committee system of the [CouncilPTO](#);
- ~~B) Assist the President in appointing chairs for each committee;~~
- ~~C) Oversee Philanthropic requests and recommendations as prescribed by Section 7, subsection E) of this Article;~~ and
- ~~D) C) Perform the duties of the President in the absence or inability of that officer to serve.~~

**Section 4: SECRETARY** - The Secretary shall:

- A) Record and maintain a record of the minutes of all meetings of the [CouncilPTO](#) and the Executive Board;

- ~~B) Handle all correspondence directed to the Council;~~
- ~~C) Provide a membership sign in sheet at every meeting of the Council and maintain a copy with the minutes of the meeting;~~
- ~~D) B) Provide a copy of the previous month's minutes of the Council/PTO and the Executive Board at each applicable meeting to be read and approved by the Council/PTO or Executive Board, respectively. In lieu of hard copies at the meeting; the minutes may be distributed electronically at least two (2) days prior to said meeting;~~
- ~~E) C) Maintain official records of the Council/PTO and Executive Board including a formal copy of the Treasurer's report, any applicable articles of incorporation, bylaws, standing rules, and policies and procedures; and~~
- ~~F) Maintain an accurate membership list; and~~
- ~~G) D) In the absence of the Secretary, another officer or designated member may serve as Secretary for designated meetings.~~

**Section 5: TREASURER** - The Treasurer shall:

- A) Receive and deposit all money of the Council/PTO in a secured bank account;
- B) Keep an accurate record of receipts and expenditures;
- C) Pay all bills as approved by the Board;
- D) Present a current financial report at each Board meeting and make a full report at Council/PTO meetings;
- E) Work with the Executive Board to develop a budget for approval at the first fall meeting of the Council/PTO;
- F) Work with the Executive Board to develop an interim summer budget as the Executive Board deems necessary;
- G) Prepare an annual report of income and expenses of the Council/PTO at the end of the fiscal year;
- H) Ensure development and Executive Board review of financial policies and procedures; and
- I) Oversee the preparation of all federal and state tax forms and all reports for not-for-profit corporations and ensure that they are filed on a timely basis.

**Section 6: PARLIAMENTARIAN** – The Parliamentarian shall:

- A) Provide parliamentary advice to the Council/PTO and the Executive Board as requested or needed;
- B) Maintain a current copy of the bylaws; and
- C) Ensure that the bylaws and other applicable rules, regulations, policies or procedures of the Council/PTO are updated, and may serve as Chair of the Bylaws Committee, if such committee is appointed as prescribed by Article XIII, Section 2.

**Section 7: GENERAL DUTIES** – The Executive Board and its officers shall:

- A) Transact necessary business in the intervals between Council/PTO meetings, and such other business as may be referred to it by the Council/PTO;
- B) Create or dissolve standing or special committees;
- C) Approve plans of work of the standing committees;
- D) Present reports and recommendations at the regular meetings of the Council/PTO;

- ~~E) Recommend which philanthropic projects will be funded and in what amount. The Vice President or one of the Vice Presidents shall oversee said philanthropic projects. Philanthropic recommendations will be solicited from the school staff in the fall. Additional philanthropic requests will be solicited and considered at mid-year and year-end. The Chair shall present the Executive Board's recommendations to the membership for voting and approval for the expenditure of funds not already obligated;~~
- ~~F) E) Perform the duties prescribed in the parliamentary authority of the CouncilPTO in addition to those set forth in these bylaws, or any standing rules, any policies, or procedures of the CouncilPTO including standing rules, and any applicable laws, rules and regulations; and~~
- ~~G) Evaluate annually the performance of the Council in achieving its purpose;~~
- ~~H) Deliver to their successors all materials within two (2) weeks following the meeting at which their successors take office. In the case of the treasurer, all materials must be delivered upon completion of the annual financial review; and~~
- ~~F) Perform such other duties as may be assigned by the CouncilPTO or the Executive Board.~~

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**ARTICLE V – NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

**Section 1: NOMINATIONS AND ELECTIONS –**

- A) Officers shall be elected by ballot annually in the month of April or May, or as determined by the Executive Board as prescribed by Article II, Section 4. However, if there is only one (1) candidate for any office, upon adoption of a motion from the floor, the election for that office (or offices) may be by voice.
- B) There shall be a Nominating Committee consisting of three (3) members, one (1) of whom shall be elected by the Executive Board from its body, and two (2) from the general membership, elected by the CouncilPTO at a regular meeting at least two (2) months prior to the election. There shall be one (1) alternate elected by the Executive Board and one (1) alternate elected by the members of the CouncilPTO. The Nominating Committee shall choose its own chairperson.
- C) The Nominating Committee shall select one nominee for each office. The chair of the nominating committee shall communicate the names of the nominees to the Secretary at least one month prior to the election. The Secretary shall communicate the nominations to the general membership.
- D) During the election meeting, an opportunity shall be given for nominations from the floor.
- E) Only those who have consented to serve, if elected, shall be eligible for nomination either by the Nominating Committee or from the floor.
- F) To be eligible to vote in any election, a person must be a current CouncilPTO member in good standing.
- G) Members may share the duties of an office if they choose and are elected; and-
- H) Officers shall be elected by majority vote at the election meeting.
- ~~I) The nomination process may be modified, from time to time, by resolution of the Council.~~

**Section 2: QUALIFICATIONS** – Any [Council/PTO](#) member in good standing may become an officer of the [Council/PTO](#). In addition, parents of incoming freshman may be eligible for election without older children attending Riverside Brookfield High School, and without the requirement of paying dues in the school year in which they are elected. However, a [Council/PTO](#) member shall not be allowed to hold an officer position while serving as a paid employee of, or under contract to, this [Council/PTO](#).

**Section 3: TERM** – With the exception of the Treasurer, the officers assume their duties at the close of the last regularly scheduled meeting of the [Council/PTO](#) for the school year. The officers hold offices for a term of one (1) year or until their successors are elected and assume their duties. The Treasurer shall serve from July 1 until June 30 of the following year. No member shall hold more than one (1) office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same office.

**Section 4: VACANCY:** If there is a vacancy in the office of the President, the Vice President or one of the Vice Presidents shall become President with the approval of the Executive Board. If more than one Vice President is in office, the Executive Board shall determine, by majority vote, which Vice President shall become the President. At the next regularly scheduled meeting, a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

#### **ARTICLE VI – STANDING AND SPECIAL COMMITTEES**

**Section 1: STANDING COMMITTEES** - The Executive Board shall create such standing committees as it may deem necessary to promote the purpose and carry on the work of the [Council/PTO](#).

**Section 2: APPROVAL** - No committee work shall be undertaken without the approval of the Executive Board.

**Section 3: SPECIAL COMMITTEES** - Special committees may be created by the Executive Board as the need arises. The following committees are created as Special Committees: Financial Review, Bylaws, and Nominating:

- A) **Financial Review Committee:** A Financial Review Committee consisting of three (3) members shall review the Treasurer’s accounts prior to the completion of the annual taxes. The Financial Review Committee shall report its findings to the membership by November 30. Anyone authorized to sign checks is not eligible to serve on the Financial Review Committee. Alternatively, the Executive Board may arrange an independent review of its financial records.
- B) **Bylaws Committee:** The Bylaws Committee shall be appointed, as needed, by the Executive Board as prescribed in Article XIII, Section 2.
- C) **Nominating Committee:** The Nominating Committee shall be constituted as prescribed in Article V, Section 1: Nominations and Elections.

#### **ARTICLE VII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order (newly revised), shall govern the [Council PTO](#) in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Articles of Incorporation, any special rules of order the [Council PTO](#) may adopt, or any prevailing Federal, State, or local laws/ordinances.

#### **ARTICLE VIII - FIDUCIARY RESPONSIBILITY**

It shall be the policy of the [Council PTO](#) that the Executive Board shall assume and discharge fiduciary responsibility with respect to all funds held or administered by the [Council PTO](#), and with respect to conduct of its financial affairs in accordance with a Section 501 (c)(3) organization.

#### **ARTICLE IX – RECORD RETENTION AND PUBLIC WEBSITE**

**Section 1: RECORD RETENTION:** Records of all proceedings of the Executive Board, [Council PTO](#), and Committees will be kept for a retention period of seven (7) years. All financial statements, tax exempt returns and all other reports filed with governmental agencies of the [Council PTO](#) will be kept for a retention period of seven (7) years.

**Section 2: PUBLIC WEBSITE:** A public website containing a current list of Officers of the [Council PTO](#), organization contact information, notices, agendas and minutes of the general meetings, financial reports containing current account balances and expenses, and the annual fiscal year financial report, will be provided.

#### **ARTICLE X - ADHERENCE TO SCHOOL BOARD POLICIES**

The [Council PTO](#) shall adhere to the policies and administrative procedures of the Board of Education of Riverside Brookfield High School as they pertain to the fulfillment of its purposes to work closely with parents, the administration and faculty of the high school, bona fide student groups and the community in support of the mission of Riverside Brookfield High School District 208. The Riverside Brookfield High School District 208 is not and will not be responsible for the [Council PTO](#)'s business or the conduct of its Officers. The [Council PTO](#)'s use of the High School name and of the High School's facilities for the conduct of its business shall not constitute an acceptance, by the District, of responsibility for the actions of the [Council PTO](#).

#### **ARTICLE XI – CONFLICT OF INTEREST POLICY**

**Section 1: DUTY TO DISCLOSE** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest. Said person shall be given the opportunity to disclose all material facts to the Executive Board.

**Section 2: CONFLICT DETERMINATION** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board while the Executive Board discusses, determines, and votes upon whether a conflict of interest exists.

**Section 3: PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST**

- A) An interested person may make a presentation to the Executive Board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B) The Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C) After exercising due diligence, the Executive Board shall determine whether the [Council/PTO](#) can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the [Council/PTO](#)'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Executive Board shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4: VIOLATIONS OF THE CONFLICT OF INTEREST POLICY**

- A) If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, the Executive Board shall take appropriate disciplinary and corrective action.

**ARTICLE XII - BASIC POLICIES**

The following are the basic policies of the [Council/PTO](#):

**Section 1: FISCAL YEAR AND ENDING BALANCE:** For accounting purposes, the Fiscal Year shall run from July 1 through June 30. The [Council/PTO](#) shall leave a minimum of \$1,000.00 in the treasury at the end of each fiscal year.

**Section 2: DISTRIBUTION OF FUNDS:** The [Council/PTO](#) shall not engage in any activity or distribute any funds that would result in a conflict of interest of any kind. The [Council/PTO](#) shall not distribute any part of its net earnings to the benefit of or be given to its members, officers, or private



persons. The [CouncilPTO](#) shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purpose set forth in Article I. Notwithstanding any other provision of these articles, the [CouncilPTO](#) shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 3: NAMED INSURED:** The [CouncilPTO](#) shall obtain a general liability insurance policy, and shall obtain a certificate of such insurance naming Township District 208 as an additional insured.

**Section 4: POLITICAL ACTIVITY:** The [CouncilPTO](#) shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements).

#### **ARTICLE XIII - AMENDMENT OF BYLAWS AND BYLAWS COMMITTEE**

The procedure for amendment(s) of the Bylaws is as follows:

**Section 1: AMENDMENTS** - These Bylaws can be amended at any regular meeting of the [CouncilPTO](#) at which a quorum is present, by two-thirds (2/3) vote of the members present and voting. Written notice of the proposed amendment(s) shall have been given at the previous general meeting, or written notice of the proposed amendment(s) shall have been given ten (10) days in advance of the regular meeting at which the amendment(s) will be considered.

**Section 2: BYLAWS COMMITTEE** - A Bylaws Committee may be appointed to review the current bylaws and/or submit a revised set of bylaws as a substitute for the existing bylaws. The bylaws should be reviewed every other year or as needed. The Parliamentarian shall serve as Chair of said Bylaws Committee. The procedure for action on amendments described in Section 1 of this Article should then be followed.

#### **ARTICLE XIV - DISSOLUTION**

The [CouncilPTO](#) may be dissolved with a least 30 days' notice and by a two-thirds (2/3) vote of those present (assuming a quorum) at a general meeting. Upon dissolution, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the [CouncilPTO](#), dispose of all the assets of the [CouncilPTO](#) exclusively for exempt purposes, to Riverside Brookfield High School District 208 or to such organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such 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 [CouncilPTO](#) is located, exclusively for such purposes as the said Court shall determine.

Adopted May 7, 1990  
Reviewed and Amended November 5, 2001  
Reviewed and Amended March 13, 2006  
Reviewed and Amended October 5, 2009  
February 16, 2011, Patrons' ~~Council~~[Council](#)  
[Amended and Approved, October 7, 2013, Patrons' Council](#)

**These Revised Bylaws were adopted on \_\_\_\_\_.**

Approved by:

\_\_\_\_\_

President

\_\_\_\_\_

Recording Secretary

