

## **BY-LAWS OF PARK VIEW PARENT-TEACHER CLUB**

a Not For Profit Corporation Incorporated in Illinois

### **ARTICLE I**

#### **OFFICES**

The **PARK VIEW PARENT-TEACHER CLUB** (the "Corporation ") shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State.

### **ARTICLE II**

#### **OBJECTS**

The purpose of this organization shall be: to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. Specifically, the organization shall promote the welfare of children and youth in home, school, and community ; bring into close relationship the home and school so that parents and teachers may cooperate intelligently in the training of children; and develop between educators and the community at large such united efforts as will secure for every child the highest advantages in physical, mental, and social education.

### **ARTICLE III**

#### **POLICIES**

SECTION 1. Subject to Article II above, this organization shall plan educational, social, and cultural events and recreation programs. These events are intentionally planned to enhance the overall educational experience of the children. They shall be developed through committees and projects. The organization shall not seek, however, to direct the technical activities of the school, nor to control its policies.

SECTION 2. The organization shall be non-commercial, non-sectarian and non- partisan. No commercial enterprise, nor any candidates for public office shall be endorsed nor opposed by it. Neither the name of the Corporation nor the names of its officers in their official capacity shall be used in connection with a commercial concern, any partisan interests or any other matter, except the regular work of the organization. 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, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article II hereof.

SECTION 4. Notwithstanding any other provision of these By-Laws, 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 the 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 the corresponding section of any future federal tax code.

SECTION 5. The Corporation may cooperate with Parent-Teacher groups in District 89 and other organizations when such associations will further the objectives of the Corporation ; however, no association shall be such as to violate the policies of the Corporation as established in the other sections of this article or in the Articles of Incorporation.

## ARTICLE IV

### MEMBERS

SECTION 1. The Corporation shall have one class of members. The designation of such class (es) and the qualifications and rights of the members of class (es) shall be as follows :

All parents, legal or natural, whose children attend Park View School, as well as any staff member interested in the objectives of this Corporation are active members. The Principal of Park View School and the Superintendent of District 89 will be honorary members.

SECTION 2. **Voting Rights.** The privilege of holding office, introducing motions, debating and voting (i.e. election of Executive Board, budget items, and amendments) shall be limited to members of the Corporation. All members are entitled to one (1) vote.

SECTION 3. **Termination/Resignation of Membership.** The Executive Board by affirmative vote of two-thirds of all of the members of the Executive Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Any member may resign by filing a written resignation with the Secretary.

SECTION 4. **Transfer of Membership.** Membership is non-transferable.

## ARTICLE V

### MEETINGS OF MEMBERS

SECTION 1. **General Meeting.** There shall be two (2) general meetings each year: one (1) in the Spring and one (1) in the Fall. The Spring general meeting of the members shall be held on a day in April/May of each year to be specified by the Executive Board for the purpose of electing the Executive Board for a two (2) year term and for the transaction of such other business as may come before the meeting. The Fall general meeting shall be held on a day of September of each year to be specified by the Executive Board for presentation of the budget for the current year and for the members ' vote to approve the budget and for such other business as may come before the meeting. Meetings will be determined during the summer months preceding the upcoming school year.

SECTION 2. **Special Meeting.** Special meetings of the members may be called either by the President, the Executive Board, or not less than ten (10) of the members entitled to vote at such meetings provided the purpose is

stated and advance notice is given to all active members, in accordance with Section 5 of this Article.

**SECTION 3. Place of Meeting.** The Executive Board may designate any place, within District 89, as the place of meeting for any general meeting or for any special general meeting of the members called by the Executive Board.

**SECTION 4. Notice of Meetings.** Written notice stating the place, date, and hour of any general meeting of members, and in the case of a special general meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more Executive Board members, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting. If mailed, the notice of a meeting shall be deemed delivered 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. For this Section 4 and for all sections and articles of these By-laws, publication of written notice in the Panther Paws (the Corporation's newsletter) or other, similar schoolwide communication either printed or electronic, suffices as delivery to all members, offices, Executive Board or committee members.

**SECTION 5: Informal Action by Members.** (a) Any action to be taken at any general or special general meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

(b) If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (i) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (ii) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

**SECTION 6: Quorum.** Fifteen (15) members represented in person or by proxy, shall constitute a quorum for consideration of such matter at a general or special general meeting of members. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the members, unless the vote of a greater number is required by the Illinois General Not For Profit Corporation Act of 1986 ("Act") or these By-Laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**SECTION 7: Proxies.** Each member entitled to vote at a general or special general meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or person to act for him by proxy, but no such proxy shall be voted or acted after eleven (11) months from its date, unless otherwise provided in the proxy.

**SECTION 8: Fixing Record Date for Voting.** For the purpose of determining members, entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Executive Board may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days,

immediately preceding such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members have been made as provided in this Section, such determination shall apply to any adjournment thereof.

## ARTICLE VI

### EXECUTIVE BOARD

SECTION 1. **General Powers.** The affairs of the Corporation shall be managed by and under the direction of the Executive Board.

SECTION 2. **Number, Tenure, and Qualifications.** The number of Executive Board shall be fixed from time to time by the Executive Board and shall be not fewer than five (5) nor more than ten (10). A decrease in the number of Executive Board shall not shorten an incumbent director's term. Members of the Executive Board shall serve two-year terms. Their terms shall be staggered such that, at the time of the Spring general meeting of the Corporation, the terms of approximately one-half (1/2) of all members of the Executive Board shall expire. Only active members of the Corporation may serve on the Executive Board.

SECTION 3. **Selection and Election of Executive Board.**

(a) **Nominations.** During the 120 days before each Spring general meeting at which Directors are to be elected, the Executive Board shall seek and accept nomination of candidates to replace the board members whose terms are expiring. Each person nominated shall be a member of the corporation.

(b) **Publicity of Nomination.** No less than seven (7) days prior to the Spring general meeting, the President, or his/her designee, shall notify the membership of the names of persons nominated as candidates for Executive Board.

(c) **Additional Nominations.** Additional nominations may be made to the Executive Board after notice has been given of the names of those nominated, providing the consent of the nominee has been secured. Nominations may also be made from the floor at the meeting during which elections to the Executive Board shall take place.

(d) **Determination.** At the Spring general meeting of members, those persons nominated by both the Executive Board and via the membership at large, shall be presented in accordance with procedures established by the Executive Board. Thereafter, a vote shall be conducted. Any candidate receiving the largest number of votes in excess of a majority of the votes cast shall be declared elected. If no candidate receives a majority of the votes cast, a runoff shall be conducted by ballot between those two individuals receiving the highest number of votes during the first ballot.

SECTION 4. **Special Meetings.** Special meetings of the Executive Board may be called by or at the request of the President or any two (2) Executive Board members. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 5. **Notice.** Notice of any special meeting of the Executive Board shall be given at least two (2) days previously thereto by written notice to each director at the address as shown by the records of the Corporation, or by email to their email address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Publication in the Panther Paws (the Corporation's newsletter) suffices as delivery to all Executive Board. Notice of any special meeting of the Executive Board may be waived in writing signed by the person or persons entitled to the

notice either before or after the time of the 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 regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or by these By-Laws.

SECTION 6. **Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Executive Board is present at said meeting, a majority of the Executive Board present may adjourn the meeting to another time without further notice.

SECTION 7. **Manner of Acting.** The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by statute, these By-Laws, or the Articles of Incorporation.

SECTION 8. **Resignation, Removal of Executive Board.**

(a) A director may resign at any time by written notice delivered to the Executive Board or to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date.

(b) One or more of the Executive Board may be removed for cause as follows:

(i) A director may be removed by the affirmative vote of two-thirds of the members votes present and voted, either in person or by proxy at any general or special general meeting.

(ii) No director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Executive Board members named in the notice. Only the named director or Executive Board members may be removed at such meeting.

SECTION 9. **Vacancies.** Any Vacancy occurring in the Executive Board or any Executive Board position to be filled by reason of any increase in the number of Executive Board members shall be filled by the Executive Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. **Informal Action by Executive Board.**

(a) Any action required by statute to be taken at a meeting of the Executive Board, or any other actions which may be taken at a meeting of the Executive Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Board and all of any general committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

(b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Executive Board or committee members. All the approvals evidencing consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Executive Board or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

## ARTICLE VII

### OFFICERS

SECTION 1. **Officers.** The Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Executive Board), a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected by the Executive Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Executive Board. Any two or more offices may be held by the same person.

SECTION 2. **Election and Term of Office.** The officers of the Corporation shall be elected annually by the Executive Board at the first meeting of the Executive Board following the Spring general meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Executive Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. **Removal.** Any officer elected or appointed by the Executive Board may be removed by the Executive Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. **President.** The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Executive Board, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Executive Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Executive Board; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive Board. He or she shall preside at all meetings of the members and of the Executive Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Executive Board or these By-Laws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Executive Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Executive Board, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Executive Board. The President shall preside at all general meetings of the Parent-Teacher Club, all Parent-Teacher Club Board meetings, and any Executive Board Meetings. The President shall be a member ex-officio of all committees except the nominating committee and shall perform other duties as may be prescribed in these By-Laws.

SECTION 5. **Vice-President.** The Vice President (or in the event there be more than one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Executive Board. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated by the Executive Board, or by the President if the Executive Board has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different

mode of execution is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Executive Board or these By-Laws, the Vice President (or any of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Executive Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Executive Board, according to the requirements of the form of the instrument.

**SECTION 6. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation ; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) 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 President or by the Executive Board. If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Board shall determine. The Treasurer shall receive all monies of the Corporation and shall keep an accurate record of receipts and expenditures and shall pay out funds only as authorized by the Executive Board. All disbursements may be made by single signature check or electronic transfer. Payments greater than \$500 require the approval of 2 authorized Executive Board members. The President and Treasurer shall be authorized to sign checks and approve electronic payments. The Treasurer shall present a statement of account at every meeting of the Corporation and at other time when requested by the Executive Board. The Treasurer 's accounts shall be examined annually by an auditor or an auditing committee of not less than two (2) members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Executive Board at least two (2) weeks before the expiration of their term of office, turn over all money and records, including a copy of the Treasurer 's annual report signed by the auditing committee to succeeding Treasurer. Any active member is entitled to attend any Parent-Teacher Club Board meeting for the purpose of examining the Treasurer 's accounts.

**SECTION 7. Secretary.** The Secretary shall record the minutes of the meetings of the members and of the Executive Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the Corporation, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and 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 President or by the Executive Board.

**SECTION 8. Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Executive Board. If required by the Executive Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Executive Board shall determine.

## **ARTICLE VIII**

### **COMMITTEES**

**SECTION 1. Committees of Executive Board.** The Executive Board may delegate responsibility for carrying out the objectives of the corporation to a committee to be known as the Parent-Teacher Club Board ("PTCB") which shall consist of the officers of the Corporation, the Chairpersons of the Standing Committees appointed by President, the principal of the school and one of the school staff, or the representative appointed by the principal. To the extent provided in said resolution and not restricted by law, the PTCB shall have and exercise the authority of the Executive Board in the management of the Corporation ; but the designation of and delegation thereto of authority

shall not operate to relieve the Executive Board, or any individual director, of any responsibility imposed upon it or him by law.

**SECTION 2. The duties of the Parent-Teacher Club Board shall be:**

(a) To transact necessary business in the intervals between general meetings and such other business as may be referred to it by the Corporation.

(b) To create standing committees.

(c) To approve the plans of work of the standing committees.

To present reports at the general meeting of the Corporation. To approve routine bills.

(d) A committee may not: 1) adopt a plan for the distribution of the assets of the corporation, or for dissolution ; 2) fill vacancies on the Executive Board or any of its committees ; 3) elect, appoint or re- move any Officer or Executive Board member or member of any committee, or fix the compensation of any member of a committee ; 4) adopt, amend, or repeal the By-Laws or the Articles of Incorporation ; 5) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of any property or assets of the corporation ; or 6) amend, alter, repeal or take action inconsistent with any resolution or action of the Executive Board when the resolution or action of the Executive Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

**SECTION 3.** Meetings of the Parent-Teacher Club Board shall be held monthly during the school year, unless otherwise ordered by the Executive Board, the time to be fixed by the Board at its first meeting of the year. A majority shall constitute the quorum. Special meetings of the Parent-Teacher Club Board may be called by the president or by a majority of the Parent-Teacher Club Board members.

**SECTION 4. Standing Committees.** Standing Committees may be designated by the PTCB.

**SECTION 5. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**SECTION 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 7. Quorum.** Unless otherwise provided in a resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**SECTION 8. Rules.** Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Executive Board.

**ARTICLE X**

**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, Executive Board, and committees having any of the Authority of the Executive Board, and shall keep at the registered or principal office 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 or her agent or attorney for any proper purpose at any reasonable time. Exemption applications and annual returns shall be made available for public inspection as required under section 6104 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by the school year.

## **ARTICLE XII**

### **DUES**

The Executive Board may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these By-Laws, 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 XIV**

### **AMENDMENTS**

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws shall be vested in the members of the Corporation. Such action may be taken at a general or special general meeting for which written notice of the purpose shall be delivered within one (1) week's notice. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

In order to amend By-Laws by members, there must be a majority vote of a quorum of members. The Board should adopt a resolution setting forth the proposed amendment and it should be sent to members in accordance with timelines for notice of member meetings.

## **ARTICLE XV**

### **PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, as revised, shall govern the corporation in all cases to which its regulations are applicable and in which they are not inconsistent with these By-Laws.

## **ARTICLE XVI**

## **INDEMNIFICATION OF OFFICERS AND EXECUTIVE BOARD, EMPLOYEES AND AGENTS**

(a) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs (a) and (b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) or (b). Such determination shall be made (i) by the Executive Board by a majority vote of a quorum consisting of Executive Board who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Executive Board so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those

seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Executive Board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding of such office, and shall continue as to a person who has ceased to be director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his/ her status as such whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(h) If the Corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

## **ARTICLE XVII**

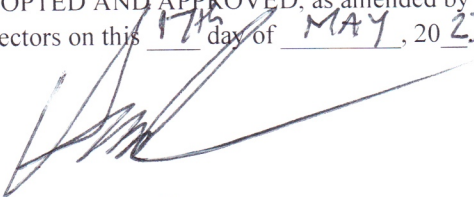
### **DISSOLUTION OF PARENT-TEACHER CLUB**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the 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 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

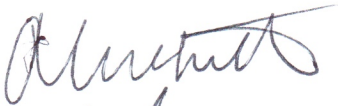
**ADOPTION OF BYLAWS**

We, the undersigned, are duly elected officers of this corporation, and we consent to, and hereby do, adopt the foregoing By-laws, consisting of the ## preceding pages, as the By-laws of this corporation.

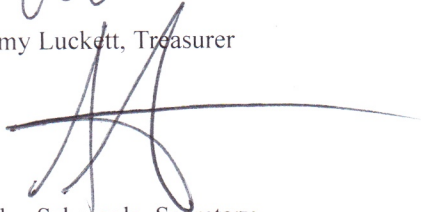
ADOPTED AND APPROVED, as amended by majority vote at the general meeting of members, by the Board of Directors on this 17<sup>th</sup> day of MAY, 2023



Liam Dunch, President



Amy Lockett, Treasurer



Alec Schraegle, Secretary