

CONSTITUTION AND BY-LAWS
OF THE
LAKE FOREST HIGH SCHOOL
ASSOCIATION OF PARENTS AND TEACHERS

ARTICLE I

Name

The name of this corporation is LAKE FOREST HIGH SCHOOL ASSOCIATION OF PARENTS AND TEACHERS, a not for profit corporation incorporated under the laws of the State of Illinois.

ARTICLE II

Purpose

The purpose for which the corporation is organized is educational. To promote cooperative action among Lake Forest High School, the administration and teachers, its students, the parents and the community. Provided, however, that the corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

Policies

Section 1: This Corporation shall support the administrative activities of the school. It shall not seek to direct the policies or procedures of the administration.

Section 2: This Corporation shall be noncommercial and nonpartisan. The name of the Association or the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest, or for any other purpose than the regular work of the corporation.

ARTICLE IV

Membership and Dues

Section 1: Any person interested in the purpose of this Corporation may become a member upon payment of dues.

Section 2: The APT Board shall establish the amount of the annual dues each year.

ARTICLE V

The APT Board

Section 1: The APT Board shall consist of the Officers of the Corporation, also known as the Board of Directors; the chairs of all Corporation Standing Committees, established at the beginning of each year; and the Superintendent of Lake Forest High School District 115.

Section 2: The APT Board shall have general supervision of the affairs of the Association.

Section 3: There shall be no fewer than four meetings of the APT Board during the school year. Special meetings of the APT Board can be called upon the request of five members of the APT Board.

Source 4: A majority of the members of the APT Board shall constitute a quorum.

Section 5: Three consecutive absences from a board meeting of any member without a valid reason and notification to the Recording Secretary may be deemed a resignation.

Section 6: Any vacancy in the officers of the Corporation shall be filled by appointment by the President with the approval of the APT Board. Any vacancy of the chair of a standing committee shall be filled by appointment of the President.

Section 7: All APT Board Members shall each have a single vote on issues brought before board meetings and all motions shall pass by a majority of those present and voting.

ARTICLE VI

The Officers of the Corporation

Section 1: The officers of the Corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Section 2: The President shall preside at all meetings of the APT, and shall be ex-officio a member of all committees except the Nominating Committee; shall appoint committee chairs with the advice of the APT Board, and shall confer with these chairs on the selection of the committee members. The President shall perform all other duties usually pertaining to the office.

Section 3: The Vice-President shall perform the duties of the President in the absence or inability of that officer to act and shall assist the President when requested.

Section 4: The Recording Secretary shall keep a record of all meetings of the APT Board, and shall perform such other duties as may be delegated.

Section 5: The Corresponding Secretary shall be in charge of mailings and of keeping necessary files, and shall take care of such correspondence as directed by the President.

Section 6: The Treasurer shall keep a record of receipts and expenditures, make out statements for APT Board meetings and for the Annual Meeting, and shall pay all expenditures incurred in the regular operation of the organization, and any special expenditures as approved by the APT Board.

ARTICLE VII
Committees

Section 1: The President shall establish Standing committees as they are needed to carry on the work of the Association.

Section 2: The chairs of all standing committees shall present the plans of the committee to the APT Board for approval.

ARTICLE VIII
Nominating and Election Procedures

Section 1: The Nominating Committee shall consist of three appointees from the APT Board, three members at large, and the chair of the committee. The APT Board President shall make these appointments with the approval of the APT Board. The members of the Nominating Committee shall represent the cities of the district. It shall be the duty of this committee to nominate one candidate for each open officer position. The committee may also present recommendations for Standing Committee Chairs to the President.

Section 2: The report of the Nominating Committee shall be presented at the Annual Meeting. The proposed slate of officers shall be published a minimum of five days before the Annual Meeting. Any voting member may make additional nominations from the floor. Only those who have consented to serve if elected shall be eligible for nomination either by the Nominating Committee or from the floor.

Section 3: Election of the presented slate of officers shall be by viva voce except when there is a contest, and then election shall be by ballot. The candidate having a majority vote shall be deemed elected. If, however, after the closing of nominations, it shall appear that only one person has been nominated for each office, the presiding officer shall instruct the Secretary to cast a unanimous ballot at the Annual Meeting for the nominees for the respective offices.

Section 4: The term of office for an Officer shall be one year or until such time a successor is elected. No person shall be elected to the same office for more than two consecutive terms, unless, by majority vote of the APT Board, an exception is approved for an Officer to serve an additional term.

ARTICLE IX
Annual Meetings

Section 1: The Annual Meeting shall be held between April 1st and May 31st, the exact date to be determined by the APT Board.

Section 2: There must be at least a majority of the members of the APT Board in attendance at the Annual Meeting to constitute a quorum.

Section 3: All APT Members shall each have a single vote on issues brought before the annual meeting and all motions shall pass by a majority of those present and voting.

ARTICLE X

Contracts, Checks, Deposits and Funds

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or executive and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or Vice Chairperson of the corporation.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XI

Books, Records and Offices

Section 1: 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 Board of Directors and committees.

Section 2: Offices. The Corporation shall maintain in the State of Illinois a registered office and a registered agent.

ARTICLE XII

Financial Administration

Section 1: The fiscal year of the Association shall commence on the first day of August.

Section 2: A budget for the year shall be submitted by the Treasurer to the APT Board at the September Board Meeting.

Section 3: The Finance Committee shall consist of the Treasurer, the President and appointees as deemed necessary by the President.

Section 4: The President shall review revenue and expense financial reports and bank statements on a regular basis. A financial summary of revenue and expenses in addition to assets and liabilities for the prior fiscal year shall be submitted by the Treasurer to the APT Board at the September Board Meeting.

Section 5: All expenditures greater than \$500 require approval by the President.

ARTICLE XIII

Amendments

Articles of Incorporation or these By-Laws can be amended by a two-thirds vote of the members present and voting at the Annual Meeting. Notice of the proposed action shall be published two weeks in advance of the Annual Meeting.

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not in conflict with the Articles of Incorporation and By-Laws and any special rules the Corporation may adopt.

ARTICLE XV

Indemnification of Officers, Directors, Employees and Agents

Section 1: The Corporation shall 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 such person is or was a director, was serving at the request of the corporation as a director, officer, or agent of another corporation, or trust, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 proceeding by judgment or 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 (s)he reasonable 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 conduct was unlawful.

Section 2: The Corporation shall 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 the reason of the fact that such person is or was a director, officer, employee or agent of the corporation as a director, officer, or agent of another corporation, trust or another enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests of the corporation and accept 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 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 which the court shall deem proper.

Section 3: To the extent that a director, officer, employee or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 4: Any indemnification under sections 1 and 2 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 (s)he has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made by (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directors, by independent legal counsel in a written opinion.

Section 5: 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 Board of Directors 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 (s)he is entitled to be indemnified by the corporation as authorized in this article.

Section 6: 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 or vote of disinterested directors or otherwise, both as to action in his or her official capacity and 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.

Section 7: The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these sections.

ARTICLE XVI

Dissolution

Voluntary dissolution of the Corporation shall be in accordance with the dissolution provisions in the Articles of Incorporation.

Revised April 2017