

ARTICLE I

NAME

This Corporation shall be known as the “Joseph Sears School Parents’ Volunteer Association.”

ARTICLE II

PURPOSE

Section 1. The Corporation shall enhance and supplement the educational quality of The Joseph Sears School District No. 38 by providing a forum for communication, promoting volunteer service through enrichment and supplemental programs, and raising funds for these and other related purposes.

Section 2. The Corporation exists for educational and charitable purposes, and all gifts and accrued income to the Corporation shall be expended for these purposes.

Section 3. No net earnings shall inure to the benefit of a member, officer, or director of the Corporation, or of a private individual (except that reasonable compensation may be paid for services furthering a corporate purpose). No member, officer, or director of the Corporation, or any private individual, shall be entitled to share in the corporate assets on dissolution of the Corporation. The Corporation shall not participate or intervene in political campaigns on behalf of a public office. No corporate income or funds shall be contributed to an organization whose net earnings, in whole or in part, inure to the benefit of a private shareholder or individual who campaigns for a political organization.

Section 4. If the Corporation dissolves, the corporate assets shall be distributed to an organization with educational and charitable purposes, but no part of the net earnings may inure to the benefit of a private shareholder or individual.

ARTICLE III

MEMBERSHIP

All parents and guardians of children attending The Joseph Sears School are members of the Corporation.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. An Annual Meeting of the Corporation shall be held in May of each year. The members shall select the Board of Directors at the Annual Meeting, according to Article VII, Section 3.

Section 2. Special meetings of the membership of the Corporation may be called by the President, two or more directors, or at least ten percent of the members.

Section 3. Seven days written notice of meetings of the membership shall be given to all members, stating the date, place, and time of the meeting. For special meetings, the notice also shall state the purpose.

Section 4. Seven members of the Corporation, attending in person or by proxy, shall constitute a quorum at a meeting of the members. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting to a later date, subject to seven days notice to all members. At a meeting of the members, directors of the Corporation are counted as members for the quorum.

Section 5. At a meeting of the members, a member may vote by written proxy, which shall be filed with the Secretary before the meeting.

Section 6. When a quorum is present, an act of a majority of votes present constitutes an act of the members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the Corporation.

Section 2. The Board of Directors shall consist of a minimum of eight and a maximum of twenty-five members of the Corporation and shall include six officers and the immediate Past

President of the Corporation. Either the Superintendent or the Principal of The Joseph Sears School shall be an ex-officio member of the Board of Directors.

Section 3. Directors shall take office after the June board meeting that immediately follows the Annual Meeting at which he or she was elected by the members. The Treasurer and Past Treasurer terms, however, are governed by the fiscal year. A director shall hold office until (i) he or she resigns; (ii) he or she ceases to be a member of the Corporation; or (iii) his or her successor has been elected or appointed and assumed office. However, each Sponsoring Board (though replaced by a new Board at the Annual Meeting) shall retain the power to allocate funds earned at the benefit sponsored by the Board. A "Sponsoring Board" is the Board that holds office during the year preceding each benefit. A Sponsoring Board must allocate funds by the September following a benefit. This provision may not be changed to affect a current Sponsoring Board.

Section 4. No person shall serve on the Board of Directors for more than two consecutive years in the same position or longer than four consecutive years in any position, with the exception of the immediate Past President, the immediate Past Treasurer, and ex-officio members.

Section 5. In the case of a vacancy on the Board of Directors, the President shall appoint a new director with majority approval of the Board of Directors. A director so appointed shall serve the remaining term of the replaced director.

Section 6. The Board of Directors shall meet monthly, with seven days written notice to the directors stating the date, place, and time of the meeting.

Section 7. Special meetings of the Board of Directors may be called by the President or two directors upon three days written notice to the directors stating the date, place, time, and purpose of the meeting.

Section 8. Fifty percent of the directors, plus one director, excluding ex-officio members, shall constitute a quorum at the Board of Directors meetings. If a quorum is not present, a majority of the directors present may adjourn the meeting to a later date, provided all members receive three days written notice of the date, place, and time of the next meeting.

Section 9. An act by a majority of the directors attending a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 10. Members may attend Board of Directors meetings. Members may comment on, but not vote on, issues before the Board. Members' voting rights are provided in Article IV.

ARTICLE VI

OFFICERS

Section 1. The officers of the Corporation shall be the President, Vice President, Community Liaison, Secretary, Treasurer, and immediate Past Treasurer.

Section 2. The Board of Directors shall annually elect the officers. Each officer shall take office after the June Board Meeting that immediately follows the Annual Meeting. The Treasurer and Past Treasurer terms, however, are governed by the fiscal year. An officer shall hold office until (i) he or she resigns; (ii) he or she ceases to be a member of the Corporation; or (iii) his or her successor has been elected or appointed and assumed office.

Section 3. The President shall be the principal executive officer of the Corporation, shall supervise the business and affairs of the Corporation, and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign contracts or other instruments on behalf of the Corporation as required by law or authorized by the Board of Directors, unless the Board of Directors has delegated this authority to another officer or agent of the Corporation. Lastly, the President shall perform other duties prescribed by the Board of Directors.

Section 4. The Vice President shall oversee the subcommittees created by the Board of Directors to manage and execute school services and activities. The Nominating Committee will slate the subcommittee chairs. The Vice President shall perform other duties assigned by the President or Board of Directors. If the President is absent, the Vice President shall perform the President's duties.

Section 5. The Community Liaison shall represent the interests of the Corporation at meetings of various community groups, such as the District 38 Board of Education, Joseph Sears School Foundation, and Village of Kenilworth. The Community Liaison shall assist those subcommittees created by the Board of Directors which provide community services relevant to the Corporation and its members. The Nominating Committee shall slate the subcommittee chairs. The Community Liaison shall perform other duties assigned by the President or Board of Directors.

Section 6. The Secretary shall keep the minutes of meetings of the members and of the Board of Directors. Further, the Secretary shall be custodian of the corporate records and shall give all required notices. The Secretary shall perform other duties as may be assigned by the President or Board of Directors.

Section 7. The Treasurer shall be elected for a two-year term, holding the position of Treasurer the first year and the position of Past Treasurer the following year. The Treasurer shall manage all financial accounts of the Corporation. The Treasurer shall oversee the deposits to its accounts from the JSSPVA's fundraising efforts, as well as pay bills owed by the Corporation. Also, the Treasurer shall prepare an annual budget, year-end financial statements, and provide monthly reports to the Board of Directors of itemized transactions, net worth, allocations and expenditures. The Past Treasurer shall serve in an advisory capacity and oversee the audit and tax return filing. The audit shall be conducted by an outside accounting firm which has been

approved by the Board of Directors. The Past Treasurer shall obtain insurance required by the Board of Directors. The Past Treasurer shall also collect and review financial reports of the JSSPVA ad hoc fundraising groups that have separate accounts.

Section 8. The immediate Past President shall advise the Corporation generally, serve on the Nominating Committee, and perform other duties prescribed by the President or Board of Directors.

Section 9. If any office becomes vacant, the President shall appoint a new officer with majority approval of the Board of Directors. An officer so appointed shall serve the remaining term of the replaced officer.

ARTICLE VII

ELECTIONS

Section 1. Nominating Committee

In the fall, the Nominating Committee Chair shall present a list of five committee members to the Board of Directors. The Nominating Chair shall select committee members who represent a cross-section of the corporate membership. With the exception of the immediate Past President and the Nominating Chair, directors may not be on the Nominating Committee. By its November meeting, the Board of Directors should approve the Nominating Committee. The prior year's Nominating Chair and the immediate Past President will also serve as members of the Committee. Members of the Nominating Committee may not be nominated to any Board of Director position in the year they serve on the Nominating Committee. They are, however, eligible to serve as JSSPVA subcommittee chairs.

Section 2. Slate Presented to Board

The Nominating Committee shall nominate candidates for the Board of Directors and JSSPVA sub-committee chair positions. It shall present its slate to the Board of Directors no later than the April Board meeting for approval.

Section 3. Members Elect Board at Annual Meeting

The Nominating Committee will present the approved slate to the corporate membership at the Annual Meeting in May. The members shall elect the Board of Directors by a majority vote at the Annual Meeting, as provided in Article IV, Sections 1 and 4.

Section 4. Directors Elect Officers at Board Meeting

At the Board of Directors meeting immediately following the Annual Meeting, the directors shall elect the officers by a majority, as provided in Article VI, Section 2.

Section 5. Advisory Role

The Nominating Committee may advise the Board of Directors when filling vacancies among the officers or directors.

ARTICLE VIII

CORPORATE SEAL

The Board of Directors shall provide a circular corporate seal inscribed with the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE IX

CONTRACTS, CHECKS, DRAFTS AND DEPOSITS

Section 1. The Board of Directors may authorize officers or agents to enter into contracts or execute and deliver instruments on behalf of the Corporation. The authority may be general or specific. Any contract above \$5,000.00 requires two signatures, one of which must be the President's. Benefit contracts in excess of \$5,000.00 require two signatures, one being that of the Benefit Chair.

Section 2. Any check, draft, order for payment, note or other evidences of indebtedness in excess of \$5,000.00 must be signed by the President and Treasurer. If either the Treasurer or President is unavailable, the immediate Past Treasurer may sign. Checks issued by the Benefit Committee in excess of \$5,000.00 must be signed by the Benefit Treasurer and Benefit Chair.

Section 3. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE X

FISCAL YEAR

The Corporation's fiscal year is September 1 to August 31.

ARTICLE XI

BOOSTER CLUB

In 2020, the JSSPVA Board of Directors voted that the Sears Booster Club become a part of the JSSPVA organization. While this Club is under the JSSPVA umbrella, the following rules must apply:

Section 1. The Booster Club will be referred to as the Booster Club Committee or the BCC.

Section 2. The Booster Club Committee will always have an account that is separate from the JSSPVA money.

Section 3. The Booster Club Committee money can only be spent only on booster club programming. It may not be used to pay for any JSSPVA programming or expenses.

Section 4. The mission of the JSSPVA's Booster Club Committee is:

To work collaboratively with the Sears Athletic Department to enhance the sports programs, foster school spirit, and provide scholarships.

Through fundraising, the Booster Club Committee pays for family scholarships, athletic supplies, uniforms and equipment, and capital improvements beyond what the school athletic budget provides.

Through parent volunteers, the Booster Club Committee strives to promote school spirit and sportsmanship. This is achieved through spirit wear, pep rallies, student-athlete awards, concession stands sales, and publication of sports guidelines for all athletic teams.

Section 5) The Booster Club Committee will be represented on the JSSPVA Board of Directors by two individuals with voting privileges. One is the current chair, and one is the future chair.

Section 6) The Booster Club Committee chairs will meet with the Sears Athletic Director monthly and will attend the JSSPVA monthly meetings.

Section 7) The Booster Club Committee chairs will meet with the Superintendent each summer to learn what needs the school has so the BCC's budget can be created.

ARTICLE XII

AMENDMENTS

The articles of incorporation and these by-laws may be amended by majority vote at a Board of Directors meeting or at a meeting of the members.

Adopted April 25, 1979

Amended March 8, 1988

Amended April 16, 1996

Amended April 20, 1999

Amended November 9, 1999

Amended April 12, 2001

Amended April 20, 2004

Amended March 22, 2005

Amended May 16, 2006

Amended June 5, 2007

Amended April 22, 2008

Amended June 3, 2020