

Amended and Restated By-Laws Pursuant to Board of Director and Member

Approval on February 25, 2015

BY-LAWS

OF

THE LANE SCHOOL PARENT-TEACHER ORGANIZATION OF HINSDALE

ARTICLE 1

Purposes

The Lane School Parent-Teacher Organization of Hinsdale (the "Corporation") is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes of the Corporation are:

- (a) to bring into closer relations the home and The Lane School, of Hinsdale, Illinois ("The Lane School"), so that parents and teachers may cooperate intelligently in the education of the children attending The Lane School;
- (b) to develop between educators and the general public such united efforts as will secure for every child the highest advantages of education;
- (c) to enrich the curriculum of The Lane School through programs and materials not normally offered by the Hinsdale public school system;
- (d) to assist in adult education of parents; and
- (e) to assist in communications between The Lane School and the parents of children attending The Lane School.

In general, the Corporation may exercise any and all powers that a not for profit corporation may have if organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law, but only to the extent that the exercise of such powers is in furtherance of charitable and educational purposes under section 501(c)(3) of the Code.

The Corporation shall be non-commercial, non-sectarian, non-partisan and non-profitable and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its Members, Directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or for its benefit and to make payments and distributions in furtherance of the purposes set forth herein. The name of the Corporation or the names of any Members, Directors or officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation set forth herein.

The Corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

The Corporation shall work with The Lane School to provide quality education for all children attending The Lane School in any way it deems necessary and may cooperate with other organizations and agencies concerned with child welfare. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 2

Office and Agent

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

Members

Section 3.1 Class of Members, Qualifications The Corporation shall have one class of Members. Membership in the Corporation shall be made available without regard to race, sex, color, creed or national origin to all parents or guardians of students currently enrolled at The Lane School and staff members of The Lane School.

Section 3.2 General Powers The business and affairs of the Corporation shall be managed by its Members.

Section 3.3 Term of Membership The Executive Committee shall conduct an annual enrollment of Members at the beginning of each school year, but may admit Members of the Corporation at any time upon the payment of the appropriate annual dues. Each individual paying the annual dues at or prior to the September regular meeting of the Members shall become a Member of the Corporation effective at the commencement of such meeting, and shall remain a Member (subject to prior resignation as hereinafter provided) until the commencement of the September regular meeting of the Members in the following year. Any individual paying such annual dues after the September regular meeting of the Members shall become a Member at the commencement of the next meeting of the Members to occur following payment of such annual dues, and shall remain a Member (subject to prior resignation as hereinafter provided) until the commencement of the next September regular meeting of the Members to occur thereafter.

Section 3.4 Dues The Executive Committee shall determine from time to time the amount of annual dues payable to the Corporation by Members. Annual dues shall be payable at or prior to the September regular meeting of the Members in each year. Individuals who join during the membership year (i.e. after the September regular meeting) shall pay full dues for such year.

Section 3.5 Voting Rights Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 3.6 Resignation Any Member may resign by filing a written resignation with the Recording Secretary.

Section 3.7 No Transfer of Membership Membership in the Corporation is not transferable or assignable.

Section 3.8 No Membership Certificates No certificates of membership in the Corporation shall be issued.

ARTICLE 4

Meetings of Members

Section 4.1 Annual Meeting An annual meeting of Members for the election of officers and for the transaction of such other business as may properly be brought before the meeting shall be held in the Winter or Spring of each year.

Section 4.2 Regular Meetings Regular meetings of the Members shall be held on the date and time fixed by the Executive Committee, as stated in the calendar distributed to the Members at the beginning of the school year. There shall be a minimum of 4 meetings held throughout the school year during the months of August through May. Five days written notice shall be given of any change of date or time.”

Section 4.3 Special Meetings Special meetings of Members may be called by the President, the Board of Directors or by Members having not less than one-twentieth of the votes entitled to be cast at such meeting,

Section 4.4 Place of Meeting A meeting of the Members may be held at any place, either within or without the State of Illinois, designated in the notice of such meeting given in accordance with these By-laws. If no designation is made, the place of meeting shall be The Lane School.

Section 4.5 Notice of Meetings Notice of each meeting of the Members stating the date, time and location of such meeting shall (a) be published in The Bulldog Blast (or any successor publication), or in any other publication of The Lane School distributed to Members, not later than the week prior to the week in which such meeting is to be held, and (b) be posted in the administrative offices of The Lane School not less than 5 nor more than 60 days before the date of the meeting; provided, that if the purpose of any such meeting is to consider an amendment to

the Articles of Incorporation or these By-Laws, the removal of one or more of the Directors, a merger, consolidation, or dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the assets of the Corporation, such notice shall be given as stated in clauses (a) and (b) above not less than 20 nor more than 60 days before the date of such meeting. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice of any special meeting of the Members of the Corporation shall state the purposes for which such meeting has been called. Notice of any meeting of the Members of the Corporation at which the Members are to consider amendments to the Articles of Incorporation or these By-laws, the removal of one or more of the Directors, a merger, consolidation, or dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the assets of the Corporation shall contain a description of such proposed matters to be considered at such meeting of the Members. Except as set forth above in this paragraph, the purpose or purposes of any regular or annual meeting of the Members of the Corporation need not be included in the notice to the Members of such meeting.

Section 4.6 Quorum The Members present and eligible to vote at any meeting of Members shall constitute a quorum for the transaction of business at such meeting.

Section 4.7 Manner of Acting The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 4.8 Informal Action By Members Any action required to be taken at a meeting of the Members of the Corporation, or any other action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 4.9 Proxies At any meeting of Members, a Member is entitled to vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 4.10 Presumption of Assent A Member of the Corporation who is present at a meeting of the Members at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Recording Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Recording Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

ARTICLE 5

Officers

Section 5.1 Number; Qualifications The officers of the Corporation shall be a President, a Vice-President, a Recording Secretary, a Communications Coordinator, a Treasurer, and such other officers as may be elected or appointed by the Members of the Corporation. Any two or more offices may be held by the same person. The office of President and the office of Vice-President may be shared by more than one individual, as Co-Presidents or Co-Vice-Presidents, as the case may be, with the authority and duties of the particular office as set forth in these By-laws to be allocated between such individuals as they shall deem appropriate. No office may be held by any person who is not a Member of the Corporation.

Section 5.2 Election and Term of Office The initial officers of the Corporation shall be elected by the initial Board of Directors of the Corporation (named in the Corporation's Articles of Incorporation) at its first meeting, and such officers shall hold their respective offices until the first annual meeting of the Members, or until their successors shall have been duly elected by the Members as hereinafter provided.

Thereafter, the officers of the Corporation shall be elected by the Members at a Winter or Spring meeting of Members, and shall hold their respective offices from the day after that year's last day of school through the next year's last day of school. The Nominating Committee shall present to the Members at a Winter or Spring meeting a slate of candidates recommended by the Nominating Committee for election as the officers of the Corporation at such meeting. In addition, any Member may make additional nominations for any one or more offices, for consideration by the Members at such meeting. If the election of officers shall not be held at a Winter or Spring meeting of Members, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Members.

Section 5.3 Removal; Resignation Any officer elected or appointed by the Members may be removed by the Members if in the judgment of the Members, the best interests of the Corporation would be served thereby. Any officer elected or appointed by the Members may resign from such office by filing a written resignation with the Recording Secretary.

Section 5.4 Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Members for the unexpired portion of the term of such office at any regular or special meeting of the Members.

Section 5.5 President The President shall be the principal executive officer of the Corporation, shall in general supervise and control all of the business and affairs of the Corporation, shall be a member, ex-officio, of all committees except the Nominating Committee, shall serve as chairperson of the Executive Committee and shall appoint the chairperson of all other committees, and shall preside at all meetings of the Members and the Board of Directors. The President may sign, with the Recording Secretary or any other proper officer of the Corporation thereunto authorized by the Members or the Board of Directors, any contracts, or other instruments which the Members or the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Members, the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Members or the Board of Directors.

Section 5.6 Vice-President In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President, the Members or the Board of Directors.

Section 5.7 Recording Secretary The Recording Secretary shall: (a) keep the minutes of the meetings of the Members, the Board of Directors, and the Executive Committee in one or more books provided for such purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws and as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and (e) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President, the Members or the Board of Directors.

Section 5.8 Communications Coordinator The Communications Coordinator shall: (a) correspond with Members and other parents at The Lane School via publications such as The Bulldog Blast (or any successor publication), The Lane School PTO website or any other Lane School publication distributed to Members; (b) work with Community Consolidated District 181 and with other schools within Community Consolidated District 181 to promote The Lane School with local media; (c) in general, perform all duties incident to the office of Communications Coordinator and such other duties as may be assigned to him or her by the President, the Members or the Board of Directors.

Section 5.9 Treasurer The Treasurer shall: (a) receive all moneys of the Corporation, keep accurate records of receipts and expenditures and pay out funds in accordance with the approved budget as authorized by the Members; (b) present a financial statement at every meeting of the Members and at other times as requested by the Executive Committee, making a full report at the first Executive Committee meeting to be held after the close of the fiscal year; (c) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 8 of these By-laws; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President, the Members or the Board of Directors.

Section 5.10 Limitation on Term of Office No person shall be eligible to serve more than two consecutive terms in the same office, unless approved by the Executive Committee.

Section 5.11 Membership on the Board of Directors Each officer elected or appointed in accordance with the provisions of this Article 5, including without limitation each officer elected by the

initial Board of Directors at its first meeting, shall, upon such election, become a member of the Board of Directors of the Corporation with all rights and privileges appurtenant thereto.

ARTICLE 6

Committees

Section 6.1 Executive Committee The Executive Committee of the Corporation shall consist of a President, a Vice President, the Recording Secretary, the Communications Coordinator, and a Treasurer. The Executive Committee shall have the power to act on behalf of the Members and the Board of Directors and to transact the necessary business of the Corporation in the intervals between meetings of the Members and the Board. The Executive Committee shall prepare and present to the Members for their approval at the May regular meeting of the Members, or as soon thereafter as practicable, a fiscal budget for the then upcoming fiscal year of the Corporation.

Section 6.2 Nominating Committee There shall be a Nominating Committee selected by the President and composed of five members, two of whom shall be selected from the Executive Committee, past or present, two of whom shall be selected from among the Corporation's Members, and one of whom shall be the Principal of The Lane School or his or her designated representative. The Nominating Committee shall at or prior to each annual meeting of the Members present a slate of candidates for (a) each office of the Corporation and (b) membership on each committee then existing or to be created at such annual meeting (exclusive of the Executive Committee and the Nominating Committee).

Section 6.3 Other Committees The Members may, by resolution, create one or more additional committees and appoint individuals to serve on such committees. Each such committee shall have such authority as provided in such resolution and to the extent permitted by law, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve any individual Member, Director or officer of the Corporation of any responsibility imposed upon him or her by law. Except as otherwise provided in any resolution creating a committee, individuals elected or appointed to each such committee must be Members of the Corporation.

Section 6.4 Term of Office Each member of the Executive Committee shall continue to be a member of such committee as long as he or she holds the respective office in the corporation by virtue of which he or she serves on such committee. Each member of each other committee shall continue as such until the next annual meeting of the Members of the Corporation, unless such committee member resigns or is removed from such committee, or unless such committee member shall cease to qualify as a member of such committee.

Section 6.5 Chairperson One member of each committee (exclusive of the Executive Committee, for which the President shall be chairperson) shall be appointed by the President of the Corporation as chairperson of such committee.

Section 6.7 Vacancies Vacancies in the membership of any committee (exclusive of the Executive Committee) may be filled by an appointment made by the President of the Corporation

for the unexpired term of such committee membership.

Section 6.8 Quorum; Manner of Acting Unless otherwise provided in the resolution designating a committee, a majority of the committee members present and eligible to vote at any meeting of such committee shall, constitute a quorum, and the act of a majority of the members of the committee present at a meeting shall be the act of such committee.

Section 6.9 Removal; Resignation Any committee member may be removed by the Members if, in their judgment, the best interests of the Corporation would be served thereby. Any committee member may resign from such position by filing a written resignation with the Recording Secretary.

Section 6.10 Rules Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Members.

ARTICLE 7

Board of Directors

Section 7.1 General Powers The Board of Directors of the Corporation shall exercise such powers and shall transact such business of the Corporation as may be prescribed by resolution of the Members or as otherwise required by law.

Section 7.2 Number of Directors The initial Board of Directors shall be those individuals named as such in the Articles of Incorporation of the Corporation. Commencing with the first meeting of such initial Board of Directors, the Board of Directors shall consist of the Executive Committee of the Corporation (that is, the duly-elected President, Vice President, Recording Secretary, Communications Coordinator, Treasurer), the Principal of The Lane School and a representative appointed by the faculty of The Lane School.

Section 7.3 Voting Rights Each director shall be entitled to one vote on each matter submitted to a vote of the Directors.

Section 7.4 Regular Meetings Regular Meetings of the Board of Directors shall be held at such dates, times and places determined by the Executive Committee.

Section 7.5 Special Meetings Special Meetings of the Board of Directors of the Corporation shall be held upon the request of the President or the Vice-President of the Corporation.

Section 7.6 Notice Notice of each meeting of the Board of Directors stating the date, time and location of such meeting shall (a) be published in "The Bulldog Blast" (or any successor publication), or in any other publication of The Lane School distributed to the Directors, not later than the week prior to the week in which such meeting is to be held, and (b) be posted in the administrative offices of The Lane School not less than five days prior to the date of such meeting. Any Director may waive notice of any 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.

As an alternative to the giving of notice as described in the first paragraph of this Section 7.6, any notice of any meeting of the Board of Directors may be given by mailing the same (within the time parameters described in the first paragraph of this Section 7.6) to each Director at the address of such Director as it appears on the records of the Corporation. If mailed, the notice of a meeting of the Board of Directors shall be deemed given when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 7.7 Quorum One-third of the Directors in office shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present at such meeting may adjourn the meeting to another time without further notice.

Section 7.8 Manner of Acting The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7.9 Informal Action by Directors Unless specifically prohibited by the Articles of Incorporation or By-laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

Section 7.10 Compensation Directors shall not receive any compensation for their services as Directors, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

Section 7.11 Presumption of Assent A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her Dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Recording Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Recording Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE 8

Contracts, Loans, Checks, Deposits and Gifts

Section 8.1 Contracts The Members or the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute 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 8.2 Loans No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of Members or the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 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 Members or the Board of Directors. In the absence of such determination by the Members or Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 8.4 Deposits All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Members or the Board of Directors may select.

Section 8.5 Gifts The Members 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 9

Indemnification and Insurance

Each person who at any time is or shall have been a Member, Director, officer, employee or agent of the Corporation or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and by any subsequent Illinois not for profit corporation law.

ARTICLE 10

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 and Board of Directors, and shall keep at the registered office of the Corporation a record giving the names and addresses of the Members. All books and records of the Corporation may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 11

Waiver of Notice

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, 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 12

Parliamentary Authority

Robert's Rules of Order (Revised) shall govern the conduct of all meetings of Members, and of the Board of Directors and committees where appropriate.

ARTICLE 13

Fiscal Year

The fiscal year of the Corporation shall begin on August 1 of each year and shall end on July 31 of the following year.

ARTICLE 14

Amendments

The power to alter or amend the Articles of Incorporation or these By-laws shall be vested in the Members. The Board of Directors shall adopt a resolution setting forth any such proposed alteration or amendment and shall direct the Members to vote on the same. Such action by the Members may be taken at any meeting of the Members by a two-thirds vote of the Members present and voting, provided that notice setting forth or summarizing the proposed alteration or amendment shall be given not less than 20 nor more than 60 days before the date of such meeting as provided in Section 4.5.

ARTICLE 15

Dissolution

The Corporation may dissolve if (a) the Board of Directors adopts a resolution proposing that the Corporation be dissolved voluntarily, recommending a plan for the distribution of the Corporation's assets and directing that the question of such dissolution and distribution of assets be submitted to a vote at a meeting of the Members and (b) a notice of such proposed action is given not less than 20 days prior to such meeting. The notice of dissolution must include a plan for the disposition of all of the Corporation's assets and properties. Final action may be taken by the Members at such meeting and such action shall require the affirmative vote of two-thirds of the Members present and voting.

In the event of dissolution or final liquidation of the Corporation, the Members shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all remaining assets to such one or more of the following categories of recipients as the Members of the Corporation shall determine:

(a) a not for profit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code; and/or

(b) a not for profit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.