

Following are:

1. Amendment to the Articles of Incorporation of Parent Teacher Organization of Hinsdale Central
2. Board Resolution
3. By-laws
4. Conflicts of Interest Policy

The Articles of Incorporation of Parent Teacher Organization of Hinsdale Central shall be amended as follows.

Article 5
Purpose

The general purpose for which the Corporation is organized is to operate exclusively for such charitable, religious, scientific, and educational purposes, within the meanings of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), as will qualify it as an exempt organization under section 501(c)(3) of the Code.

The specific purpose for which the Corporation is organized is charitable within the meaning of section 501(c)(3) of the Code, and includes, without limitation, assisting the students of Hinsdale Central High School (the "School"), promoting open communications among the School's administration, teachers and parents/guardians, and allocating and distributing the Corporation's assets in furtherance of its charitable purposes.

Article 6
Other Provisions

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Articles of Incorporation; and no member, trustee, director, officer, or other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) 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, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code and regulations as they now exist or as they may hereafter be amended.

(d) Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas 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.

**CONSENT OF THE BOARD
OF DIRECTORS**

OF

PARENT TEACHER ORGANIZATION OF HINSDALE CENTRAL

The undersigned, being all of the directors of Parent Teacher Organization of Hinsdale Central, an Illinois not-for-profit corporation (the "Corporation"), do hereby consent, pursuant to the General Not For Profit Corporation Act of the State of Illinois, to the adoption of the following resolutions:

RESOLVED, that the Articles of Incorporation be amended in the form attached hereto as Exhibit A and such amendment be submitted to a vote at a meeting of members;

FURTHER RESOLVED, that the Conflicts of Interest Policy of the Corporation, a copy of which is attached hereto as Exhibit B, be and hereby is approved, ratified and adopted in all respects; and

FURTHER RESOLVED, that the Presidents, Vice Presidents, Secretary and Treasurer each be, and each of them hereby is, authorized and directed to take any action necessary to secure from the Internal Revenue Service a determination letter to the effect that the Corporation is an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended.

This Consent may be executed in any number of counterparts, all of which together shall constitute one original Consent.

Dated as of _____, 20__

Being all of the directors of the Corporation.

EXHIBIT A

EXHIBIT B

Bylaws of Parent Teacher Organization of Hinsdale Central

Article I

Identification and Miscellaneous

Section 1. NAME. The name of the corporation is PARENT TEACHER ORGANIZATION OF HINSDALE CENTRAL (the "PTO").

Section 2. REGISTERED OFFICE. The registered office for the transaction of business of the PTO is fixed and located in the State of Illinois. The Board of Directors, as defined below, may at any time or from time to time change the location of the registered office from one location to another within Illinois by duly adopted resolution and submission of the appropriate statement to the Secretary of State.

Section 3. REGISTERED AGENT. The registered agent of the PTO shall be an individual resident in the State of Illinois. Such an agent will be continuously maintained by the PTO in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the PTO through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors. The appointment of a new registered agent requires the submission of the appropriate statement to the Secretary of State. Such registered agent will be recognized as an agent of the PTO on whom any process, notices or demand required or permitted by law to be served on a corporation may be served. The name of the initial registered agent is Carol Malone.

Section 4. FISCAL YEAR. The fiscal year of the PTO shall begin on the 1st day of July in each year and end on the last day of June in that following year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period allowable under the Internal Revenue Code of 1986, as amended (the "Code"), or any future federal tax code, as the fiscal year of the PTO.

Section 5. BOOKS AND RECORDS. The PTO shall keep correct, accurate minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The PTO shall also keep the original copy of these bylaws, including all amendments and alterations there to date (the "Bylaws"). Such books and records shall be kept by Officers of the PTO, as designated by the Board of Directors. All books and records of the PTO may be inspected by any Director for any purpose at any reasonable time. The right to inspect includes the right to copy; however, the costs of copying are to be paid by the person inspecting the books and records.

Section 6. SEVERABILITY. If any portion or provision of these Bylaws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion or provision had never been a part hereof.

Section 7. GOVERNING LAW. These Bylaws shall be governed by and construed in accordance with the laws of the State of Illinois without regard to conflicts of laws principles.

Article II

Purposes

Section 1. PURPOSES. The purposes of the PTO, as stated in the Articles of Incorporation, are only the following:

(a) The general purpose for which the PTO is organized is to operate exclusively for such charitable, religious, scientific, and educational purposes, within the meanings of section 501(c)(3) of the Code, as now in effect or as may hereafter be amended, as will qualify it as an exempt organization under section 501(c)(3) of the Code.

(b) The specific purpose for which the PTO is organized is charitable within the meaning of section 501(c)(3) of the Code, and includes, without limitation, assisting the students of Hinsdale Central High School, promoting open communications among the School's administration, teachers and parents/guardians, and allocating and distributing the PTO's assets in furtherance of its charitable purposes.

(c) The PTO shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Act, provided, however, that the PTO is not empowered to engage in any activity which in itself is not in furtherance of its purpose as set forth in paragraph (a) above.

(d) Upon the dissolution of the PTO, any assets remaining after paying or providing for all debts and obligations of the PTO shall be distributed for one or more exempt purposes within the 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 PTO 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. The PTO is and shall remain a parent teacher organization with the charitable purposes of assisting and aiding the students of Hinsdale Central High School and of promoting open communication among the School's administration, teachers, and parent/guardians.

Article III

Members and Meetings of Members

Section 1. MEMBERS. All parents, guardians, and persons acting in loco parentis of students who are currently enrolled in the School and all current administrators, teachers, and staff of the School are eligible for membership in the PTO. Each such person may elect to be a member by signing up for membership at any time during the school year (the "Members"). All Members shall have the right to attend and participate in all meetings of the

Members of the PTO, to vote on all issues presented to the Members, to elect the Board of Directors and Officers, and to hold office.

Section 2. REGULAR MEETINGS. Regular meetings of the Members shall be held monthly during the school year and run according to "Robert's Rules of Order," unless otherwise specified by the Board of Directors. The person(s) calling the regular meeting shall give written notice to all Members of the place, day and hour of the regular meeting not less than five (5) days nor more than sixty (60) days prior to the date of the regular meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Members may be called by the President(s) or by the Board of Directors. Special meetings of the Members may also be called by eight (8) or more Members. The person(s) calling the special meeting shall give written notice to all Members of the place, day and hour and purpose of the special meeting not less than five (5) days nor more than sixty (60) days prior to the date of the special meeting.

Section 4. QUORUM. Those Members present at a meeting shall constitute a quorum; provided, however, at least two (2) members of the Board of Directors are present at such meeting.

Section 5. VOTING. At any regular or special meeting of Members at which a quorum is present, the affirmative vote of a majority of the Members present at such regular or special meeting shall be required for the approval of any matter put to a vote of the Members.

Article IV

Board of Directors

Section 1. NUMBER AND QUALIFICATIONS. The affairs and general business of the PTO shall be managed by a board of not less than three (3) and not more than seven (7) persons (the "Board of Directors," and each a "Director"). The first Board of Directors shall be as designated in the Articles of Incorporation of the PTO, and thereafter it shall be such number as shall have been last specified by resolution (if any) of the Board of Directors.

Section 2. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum. At any regular or special meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present at such regular or special meeting shall be the act of the Board of Directors. Directors may participate in any meeting of the Board of Directors, and be counted for purposes of determining whether a quorum is present at such meeting, by appearing in person, by telephone or by email; provided however, that any Director who will participate in any meeting by telephone must give sufficient notice to the chairperson of the Board of Directors to allow for the provision of the necessary telephonic equipment or computers.

Section 3. GENERAL POWERS. Subject to limitations of the Articles of Incorporation and other sections of these Bylaws, the affairs, activities and operations of the PTO shall be exercised and controlled by or under the authority of the Board of Directors. The Board of Directors may create standing and special committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the Members,

set the times and dates and locations of meetings of the Members, set the agenda for regular meetings of the Members, and supervise and direct the activities of the Officers.

Section 4. REGULAR MEETINGS. Regular meetings of the Board of Directors will be held during the school year.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President(s) or any two (2) Directors.

Section 6. NOTICE. Written, telephonic or electronic via email notice of any meeting of the Board of Directors shall be given to each Director at least two (2) days before such meeting at his or her residential address, telephone number or email address, as the case may be, as shown in the records of the PTO, except that no meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. 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. Notice of any meeting of the Board of Directors may be waived in writing 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 when 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.

Section 7. ELECTION. The Members shall elect the Board of Directors, in conjunction with the election of the Officers, as set forth below in Article V, Section 6.

Section 8. TERM. The term of each Director shall be one year, beginning at the last regular meeting of each school year and continuing until the last regular meeting of the following school year.

Section 9. REMOVAL. A Director may be removed only in accordance with Section 108.35 of the Illinois General Not for Profit Act of 1986, as amended (the "NFP Act"), or any section of a future NFP Act that governs the removal of Directors.

Section 10. VACANCIES. The Board of Directors may fill any vacancy or, if the Board of Directors so resolves, the Members may elect a replacement to fill a vacancy. A successor Director so elected shall serve for the unexpired term of his or her predecessor.

Section 11. COMPENSATION. No Director shall receive any compensation for his or her services as Director of the PTO. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

Section 12. ACTION WITHOUT A MEETING. Any action required by law or these Bylaws to 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 of the Directors, including electronically via email. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the NFP Act. Any such action may be signed in counterpart.

Article V

Officers

Section 1. OFFICERS. The officers of the PTO shall consist of a President, a Vice President, a Secretary, and a Treasurer (each, an "Officer," and collectively, the "Officers"). Members may vote to have two (2) persons fill any single office. In this instance, both of the persons elected by the Members to fill such office shall be given all the rights and responsibilities of such office. In addition to the powers and duties of the Officers of the PTO set forth in these Bylaws, the Officers shall have such powers and perform such duties in the management of the PTO as the Board of Directors from time to time prescribe.

Section 2. PRESIDENT. The President(s) shall be the principal executive officer(s) of the PTO, shall be a Member of the Board of Directors, shall be the chairperson(s) of the Board of Directors, shall in general supervise and control the activities of the Officers of the PTO, shall preside at all meetings of the Members and the Board of Directors, shall select and appoint the chairpersons of all committees, and shall be an ex-officio Member of all such committees.

Section 3. VICE PRESIDENT. The Vice President(s) shall be a Member of the Board of Directors. If the President is unable to perform his/her functions, the Vice President will perform such functions. The Vice President shall perform such other functions as may be assigned by the President.

Section 4. SECRETARY. The Secretary shall be a Member of the Board of Directors, shall keep the minutes of the meetings of the Members, shall keep the corporate books, shall keep a list of current Members, shall see that all notices are duly given in accordance with these Bylaws, and, in general, shall perform all duties incident to the office of Secretary and such other functions as may be assigned by the President.

Section 5. TREASURER. The Treasurer shall be a Member of the Board of Directors, shall have charge of, and be responsible for, all funds of the PTO, shall receive and give receipts for monies due and payable to the PTO from all sources and shall deposit such funds in such banks as may be selected by the Board of Directors, shall make disbursements as authorized and directed by the Board of Directors and/or the vote of the Members, shall, as may be directed by the President and/or the Board of Directors, prepare and submit written budgets and financial reports, and, in general, shall perform all the duties incident to the office of Treasurer and such other functions as may be assigned by the President.

Section 6. ELECTION. The Members shall elect the Officers and Board of Directors during the last regular meeting of the Members each school year. Each nominee for office or the Board of Directors shall be nominated, by a nomination committee consisting of general Members, at least thirty (30) days prior to the election or at the regular monthly meeting prior to the election. Members shall be notified of the nominations as soon as possible after the nomination committee selects the nominees. The nomination process may be modified, from time to time, by resolution of the Board of Directors. Upon their election as President, Vice President, Secretary and Treasurer, such officers shall thereby be elected to the Board of

Directors. If the Members vote to have two (2) persons elected to fill either such office, then both persons so elected shall thereby be elected to the Board of Directors.

Section 7. TERM. The term of each Officer shall be one year, beginning at the last regular meeting of each school year and continuing until the last regular meeting of the following school year.

Section 8. REMOVAL. An Officer, who is also a Director, may be removed only in accordance with Section 108.35 of the NFP Act, or any section of a future NFP Act that governs the removal of Directors. An Officer, who is not also a Director, may be removed by the vote of the Members at a special meeting for the Members called for that purpose.

Section 9. VACANCIES. The Board of Directors may fill any vacancy or, if the Board of Directors so resolves, the Members may elect a replacement to fill a vacancy. A successor Officer so elected shall serve for the unexpired term of his or her predecessor.

Section 10. COMPENSATION. No Officer shall receive any compensation for his or her services as an Officer of the PTO. Officers may be reimbursed for personal expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

Article VI

Committees

Section 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the PTO; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon it, him or her by law.

Article VII

Contracts and Finances

Section 1. CONTRACTS. The Board of Directors may authorize any Officer(s) or agent(s) of the PTO to enter into any contract in the name of and on behalf of the PTO, and such authority may be general or confined to specific instances. The President and the Treasurer are authorized by these Bylaws to open checking or other depository accounts in the name of and on behalf of the PTO.

Article IX

Amendments

Section 1. AMENDMENTS. The Articles of Incorporation and Bylaws of the PTO may be amended, revised, or repealed in the following manner: (a) the Board of Directors

shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members; (b) written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote on amendments at such meeting within the time and in the manner provided in these Bylaws for the giving of notice of meetings of Members; and (c) at such meeting, at which there is a quorum of Members, a vote on the proposed amendment shall be taken. The proposed amendment shall be adopted by receiving the affirmative vote of at least two-thirds of the votes present and voting.

PARENT TEACHER ORGANIZATION OF HINSDALE CENTRAL

CONFLICTS OF INTEREST POLICY

Article I
Purpose

The purpose of the conflicts of interest policy is to protect the interest of the Parent Teacher Organization Hinsdale Central, Inc. (the "PTO"), an Illinois nonprofit corporation, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the PTO. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. an ownership or investment interest in any entity with which the PTO has a transaction or arrangement, or
 - ii. a compensation arrangement with the PTO or with any entity or individual with which the PTO has a transaction or arrangement, or
 - iii. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTO is negotiating a transaction or arrangement.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- c. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the PTO can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the PTO's best interest and for its own benefit and whether the transaction is fair and reasonable to the PTO and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V Compensation

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the PTO for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the PTO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and chair of a committee with board delegated powers to distribute a not insubstantial amount of funds shall annually sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that the PTO is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure that the PTO operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining;
2. Whether acquisitions of provider services result in inurement or impermissible private benefit;
3. Whether partnerships, joint ventures, and arrangements with management conform to the PTO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the PTO's charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
4. Whether agreements to provide services and agreements with other organizations and their employees further the PTO's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII
Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the PTO may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.