

SECTION 1: PRINCIPAL OFFICE AND GENERAL INFORMATION

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1. The full name of the corporation is the Polish School at Lombard. The Corporation is sometimes referred to in these Bylaws as "the School", in recognition of the principal nonprofit school purpose for which it was organized. The School is also known or uses an assumed name of Polska Szkoła Katolicka Imienia Świętej Faustyny Kowalskiej w Lombard a/k/a Saint Faustine Polish Catholic School at Lombard.

2. The School operates in the western suburbs of Chicago, Illinois in the U.S.

3. The School's place of operations is determined by the Parents Committee and the School's Board. Classes are conducted in rented spaces and the School's mailing address is: P.O. Box 428, Addison, Illinois 60101.

4. The School has its own flag and emblem.

5. Enrollment at the School is voluntary.

6. Classes are held on weekend or other days as determined but the School's Board.

7. The School provides education via a system of eight (8) elementary school grades and three (3) high school grades, with the opportunity to take a matriculation exam.

8. The School offers preschool grades and kindergarten.

9. The School is accredited by the Illinois Board of Education.

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1. The School is an independent educational institution.

2. The Polish School at Lombard does not discriminate on the basis of race, color, origin, sex, disability or age.

3. The School is funded by tuition fees paid by parents/ legal guardians.

4. The School accepts contributions and donations. Its revenues also include proceeds from events, the School store and sponsor advertisements.

SECTION 2: THE SCHOOL'S GOALS AND OBJECTIVES

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1. To explore, cherish and teach the young generations of Poles and Polish-Americans the culture and national traditions of Poland.

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1. In all activities, the School's core priority is the welfare of its students.
2. The primary purpose of the School is to teach the use of the Polish language in speech and writing and enrich the students' vocabulary.
3. The School's general education goal is to teach the history, geography of Poland, and catholic religion.
4. The School promotes national spirit and patriotism, instills pride in Polish heritage, teaches appreciation of the traditions and culture of their homeland as well as the its religion, cultures, and traditions.

SECTION 3: SCHOOL ORGANIZATION

1. The School consists of:
 - (a) Students – all enrolled children attending classes and curriculum activities;
 - (b) Parents and legal guardians – of enrolled children in a given school year;
 - (c) Managing bodies – as defined in Section 4 below;
 - (d) Teachers Council; and
 - (f) School Staff.

SECTION 4: THE SCHOOL'S MANAGING BODIES

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1. The following are the School's managing bodies:
 - (a) Members;

- (b) Board of Directors;
- (c) Officers;
- (d) Parent Committee; and
- (e) School Principal.

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1. The managing bodies may operate in accordance with separately established rules, which must not contradict the provisions of the Bylaws.
2. The distinct powers and responsibilities are enumerated in these Bylaws. Each governing body shall be limited to those powers only for as long as they comply with Illinois law governing the non-for-profit organizations. Should there be a conflict between the Illinois law and the terms of these Bylaws, the Illinois law shall govern.
3. All managing bodies shall collaborate with each other with respect to teaching, discipline, and caring for students, as well as finding ways to resolve any significant issues at the School.

SECTION 5 – MEMBERS

The School is a member organization consisting of one class of members. Members ensure the best outcome in students’ education, and closely collaborate with the Schools’ managing bodies, Principal, and the teachers.

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MEMBERSHIP ELIGIBILITY. Active voting membership in the School is opened to all parents and legal guardians of children enrolled in the school year. Each family of a student enrolled shall have one vote through a parent so identified and designated on the school enrolment application, regardless on the number of student(s) enrolled, or number of parents or legal guardians listed. One vote per legal family of an enrolled child or children as designated on the school enrolment application.

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1. ANNUAL MEETINGS. An annual membership meeting shall be conducted at the School premises on a date and time as specified by the Board. At the annual meeting, the Members shall:
 - a. Vote and elect new members of the Board;
 - b. Review Financial Report(s) prepared at the directive of the Board for the School’s past year spending(s); and
 - c. Review and approve a Proposed Budget.

2. QUORUM AND VOTE. A quorum at the annual meeting shall consist of 10% of all Members listed on the active Member list of enrolled students, present either in person or by proxy. A decision shall be approved by a majority vote of the present Members, given that the quorum has been established.

3. SPECIAL MEETING. Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called by such other officers or by members having one-twentieth of the votes entitled to be cast at such meeting.

4. NOTICE OF MEETING. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 60 days before the date of the meeting. Notice shall be emailed to all Members and posted in School in a conspicuous place. Attendance at any meeting shall constitute waiver of notice thereof unless the Member at the meeting objects to the holding of the meeting because proper notice was not given.

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RIGHT AND RESPONSIBILITIES. To ensure the best outcomes in students' education and discipline, Members have:

1. The right to:
 - a. Contact the class teacher, instructors and School Principal;
 - b. Obtain information on their child's learning progress during parent-teacher conferences in group or individual settings;
 - c. Be assured of confidentiality and respect for privacy in resolving issues involving the child and family;
 - d. Express opinions to the Board and School Principal regarding the School's operations and work of specific teachers.

2. The responsibility to:
 - a. Ensure regular school attendance by the child to School;
 - b. Provide conditions allowing the student to prepare for classes;
 - c. Cooperate with the School and maintain regular contact with class teacher in case of any learning difficulties;
 - d. Excuse student's absences in writing or verbally;
 - e. Serve parents duty hours as per yearly schedule; and
 - f. Support School activities.

SECTION 6 – BOARD OF DIRECTORS

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POWERS. Subject to any limitations in the Articles of the Corporation, or in these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, which sometimes hereinafter shall be referred to as the "Board" or "School Board". The Board may delegate the management of the activities of the School to any person or persons, or committee(s), however composed, provided that the activities and affairs of the School shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

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AUTHORIZED NUMBER. The authorized number of Directors comprising the Board of Directors of the School shall be no less than five (5) and no more than seven (7) in number.

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ELECTION, TERM AND REQUIREMENTS. Prior to the Annual Meeting of the Members, as defined in Section 5 of the Bylaws, the Directors shall collect a list of potential candidates as further defined in Section 6, paragraph 4.

1. A Director shall be elected at an Annual Meeting of the Members by a majority vote of all Members present either in person or by proxy, given that a quorum has been established.
2. All of the candidates or Nominees shall be presented to the Members at the annual meeting. Each Nominee shall be afforded a maximum of five minutes for a personal introduction, statement of qualifications, and explanation of position.
3. A minimum of three directors and two Member volunteers must be present for the counting of votes. The counting of the votes shall take place immediately after balloting has closed or as soon as the required number of Board of Directors and volunteer Members are able to conduct this business. Upon completion of the count, the fully certified election results along with all tally sheets, notes, and voter ballots shall be returned to the legal corporate Secretary for storage in compliance with the Illinois law. Election results, as to the new Board elected, shall be posted in the school office and sent via email to all Members, if email was provided, by no later than 5 business days after election certification. In the event of a tie for the final position, the Board shall elect the winner by majority vote.
4. Each elected Director shall serve for a term of one (1) year and until their successor is duly elected and qualified at the next Annual Meeting of the Members.
5. Each elected Director must:
 - a. Attendance of at least 75% of the Board meetings;
 - b. Serving on one or more committees as needs and abilities direct;
 - c. Maintenance of a strong positive testimony for himself/herself as well as for the School;

- d. Attendance School functions including, including events necessary to support the activities, parents, and students of the School;
- e. Not disparage the name of the School, staff or other Board members.

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1. ELIGIBILITY FOR NOMINATION AS A DIRECTOR. In order for an individual to be eligible for nomination as a Director, and thus become a “Nominee”, he/she must:

a. Not be a paid staff member of the School in the role of a Principal, Vice Principal, teacher or an assistant teacher, or be a paid administration and/or maintenance employee of the School;

b. Be knowledgeable about the functions of purpose of the School;

c. Be of moral character and possess knowledge of business affairs; and

d. Be the parent or legal guardian of a registered student at the School. The student must be in good standing in all respects with the School and there must be no evidence that the student will not continue enrollment for the duration of the elected term.

2. NOMINATION PROCEDURES. Any parent or legal guardian of a student then enrolled and in good standing at the School and any current teacher on staff at the School may nominate any other parent or legal guardian as a Nominee for a position on the Board of Directors. Any Nominee must meet the qualifications as prescribed in these Bylaws. All nominees’ names must be submitted on forms designated by the Board of Directors and provided with sufficient time to permit a minimum of 21 calendar days prior to the annual meeting of Members.

3. RESIGNATION. Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

4. REMOVAL. A Board member may be removed, with or without cause, at any regular or special meeting of the Board of Directors, by way of affirmative vote of a majority of the directors then in office, may remove any director with or without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in that the removal shall be sought at a meeting

5. VACANCY. A vacancy on the Board of Directors may exist at the occurrence of either death, resignation or removal of any director. Any vacancy on the Board may be filled by majority vote of the remaining directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director, if applicable. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. The vacancy shall be filled by a Member for the remaining duration of the term of the director replaced.

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1. PLACE OF BOARD MEETINGS. Meetings of the Board may be held at any place, which has been designated in the notice of meeting, or, if not stated in the notice or if there is no notice, designated in these Bylaws, or by resolution of the Board.

2. REGULAR MEETINGS. Regular Meetings of the Board of Directors will be held monthly on School's premises, except for the month(s) when school is not in session. During such times, the Board shall meet on per need bases. The time, place, and/or date of the meeting shall be subject to change and may be amended as mutually agreed upon by the Directors, provided however, if the time or place of the meeting is changed, such new time/place shall be noted on the school website and/or newsletter at least two (2) days prior to the meeting.

3. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the School's records or made a part of the minutes of the meetings.

4. QUORUM. At each meeting of the Board of Directors, the present of the majority of board members then in office shall constitute a quorum for the transaction of business. A decision is then affirmed by a majority vote of the quorum present.

5. USE OF TELE/VIDEO-CONFERENCING. Directors may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting remotely constitutes presence in person at such meeting.

SECTION 7 – COMMITTEES

The Board of Directors shall establish a Parent Committee and any such other committees as are needed from time to time by resolution adopted by a majority of the

directors then in office provided that a quorum is present. Each such committee shall consist of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of the committee, or may replace any absent member at any meeting of the committee.

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PARENT COMMITTEE- shall comprise of the students' parents and legal guardians in a given school year and board members. Parent Committees shall serve at the pleasure of the Board, and shall carry out duties in the School as they are directed by the Board. Such duties may include, but are not limited to, determining and reviewing curriculum, reviewing and approving extra-curricular activities, encouragement and development of spiritual gifts and ministries in the School, and assistance in the review of financial, administrative and other policies of the School.

1. The number and term of office of Parent Committee members shall be set by the Board of Directors. Those who serve on the Parent Committees shall not have any vote on the Board of Directors by virtue of being on the Committee.

2. Parents Committee decisions are made on the basis of a majority of votes (50% + 1) of those present at the meeting, provided that at least 60% of the Committee members are present, establishing the required quorum. Committee members are required to participate in the meetings and be actively involved in any activities of the Committee.

3. The Board may remove a person from the Committee for not actively participating in the activities, or not coming to the meetings.

4. Except for the Board, the Committee members serve on a voluntary basis. For their active participation in the Committee, members are granted a waiver from having to serve the required duty hours during the school year and also receive reduced tuition when registering children who attend the School. The amount and terms of the discount are set by the Board.

5. Committee shall assist the Board in preparation of the budget for the next school year to be presented for a vote and approval at the annual meeting of Members.

6. Generally, Parent Committee members come from the pool of parents/legal guardians of children attending the School. However, because of special contributions, skills, or abilities, members from outside the pool of parents may also be accepted as appointed by the Board upon consultation with the Committee.

7. Membership in the Parents Committee is voluntary. Should a member resign from a particular function, the Committee by a majority vote with the required Board's majority approval, shall have the right to appoint an alternate.

8. The President of the Committee shall be elected at its first general meeting by a majority vote of the Committee Members present given that at least 60% of all Committee Members are present.

9. The Committee has the right to a two-year term, after which time a decision regarding whether specific members should remain in their positions may be made at the general meeting. Under exceptional circumstances, the Committee may vote (by 50% + 1) to change a candidate if at least 60% of the full Committee is present.

10. The President's position on the Parent Committee may go to individuals who have actively worked on behalf of the School for 2 years. When justified, candidates for the leadership position may be selected through competition.

11. Decisions about all occasional expenses such as bonuses, Christmas presents, gifts for teachers, and competition awards, shall be made by the Committee by a vote (50% + 1). For amounts less than \$1000, the Board shall make the decision; for larger amounts, the Board in consultation with the Parents Committee shall make the decision.

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PRESIDENT OF PARENT COMMITTEE. The President cannot serve as a Principal, Vice Principal or assume any paid teaching position at the school. The President of the Committee shall:

- a. Represent the School in consultation with the President and the Principal,
- b. Convene and conduct Parents Committee meetings,
- c. Assign work to members of the Parents Committee,
- d. Manage the Committee's work and coordinate the tasks carried out by specific members,
- e. In consultation with the Principal and the President of the School, engage and dismiss support staff,
- f. Present reports on Parents Committee activities during the general meeting,
- g. Verify that School expenses comply with School Board resolutions and these bylaws by signing off on them,
- h. Together with the Board, make decisions on School-related issues designated to the Parent Committee when an immediate decision must be made, and inform the Committee at the meeting.

SECTION 8 – OFFICERS

The Officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer.

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1. **ELECTIONS OF OFFICERS.** The officers of the Corporation, except such officers as may be otherwise appointed in accordance with the provisions of these Bylaws, shall be chosen annually by the Board of Directors, and each shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or at the expiration of a one-year term as described in these Bylaws. Officers may serve in consecutive terms in any office without limit at the pleasure of the Board.

2. REMOVAL AND RESIGNATION. Any Officer may be removed with or without cause by a two-thirds majority vote of the Directors at the time in office at any Regular or Special meeting of the Board of Directors, or, except in the case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

2. RESIGNATION. Any Officer may resign at any time by giving a 30 day written notice to the Corporation. Any such resignation shall take effect 30 days after the date of the receipt of such notice, or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

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PRESIDENT. The President shall be the Chief Executive Officer of the Corporation, and shall have general supervision, direction and control of the business and Officers of the Corporation.

1. The primary duties of the President are as follows:
 - a. Provide focus, direction, and coordination for the Board of Directors and its continuing effort to promote and further the nonprofit religious school purposes of the Corporation;
 - b. Establish and maintain the agenda for all meetings of the Board of directors;
 - c. Preside at all meetings of the Board of Directors;
 - d. Coordinate the activities of the Board of Directors as well as the various committees and extended activities of the Corporation as authorized by the Board of Directors;
 - e. Serve as an ex-officio member of all standing Board committees;
 - f. Provide oversight and coordination for the election of Officers and committee leaders with the Board of Directors;
 - g. Provide oversight and coordination for the election of new Board of directors as prescribed in these Bylaws;

- h. Provide orientation for newly elected Directors;
- i. Endeavor to promote a spirit of cooperation and fellowship among the members of the Board of Directors that recognizes the quality of each duly elected Board of Director, and the value of their contribution to the overall effort of the Board of Directors.

2. In event of the death or resignation of the President, the Board of Directors shall elect a qualified candidate to become President.

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VICE PRESIDENT. Vice President shall assist the President and shall have general supervision, direction and control of the business and Officers of the Corporation, as directed by the President. Vice President shall assume the responsibilities of the President whenever the President is absent.

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SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and the proceedings thereof.

1. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

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TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, full and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by the Directors.

1. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 9 – SCHOOL STAFF

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PRINCIPAL. The School Principal manages school activities and represents the School. The Principal is the workplace manager for teachers and instructors employed at the School.

1. The Principal of the School shall be hired and dismissed by the Board, in consultation with representatives from the Parent Committee. Candidates for the position of Principal must have a degree in education and longtime experience in Polish community education. The Board shall set conditions of the employment and the salary.
2. In performing his/her duties, the School Principal shall consult with the President, follow Board's general directives, work closely with the school's employees.
3. The School Principal has the right to vote on annual meeting of Members.
4. The Principal's specific powers and responsibilities include:
 - a. To manage ongoing activities with regard to education and discipline;
 - b. Organize overall instructional activities Supervise educational activities;
 - c. Preside over the Teaching Council;
 - d. Make decisions regarding student admissions and placement, including assigning students to higher grade levels;
 - e. Hire and fire teachers upon approval by the Board;
 - f. Reward and promote teachers;
 - g. Issue disciplinary warnings to teachers and students, and
 - h. Sign one-year employment agreements with teachers every school year

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TEACHERS. Teachers have a teaching, educational, and nurturing role and are responsible for the quality and results of that work, as well as for the safety of the students entrusted to their care.

1. Teachers are engaged and dismissed by the Principal and the Board. The terms of employment must be approved by the Board and any employment contract ratified by the Board.
2. Teachers sign a one-year employment agreement with the School. The agreement must outline the teacher's specific duties.
3. The general responsibilities of Teachers include:
 - a. To teach the classes assigned to them in accordance with Teachers Rules and Regulations, consistent with the School's goals and mission,
 - b. Analyze and improve the curriculum for a particular grade.

- c. Start classes in a timely manner and diligently perform the work duties;
 - d. Properly use the assigned class time;
 - e. Provide impartial, fair, and objective assessment of the students' progress;
 - f. Use appropriately selected teaching methods;
 - g. Ensure correct use of the language by students;
 - h. Improve professional skills;
 - i. Work with the Board to organize school ceremonies, events, field trips, etc;
 - j. Notify the Board when school supplies are needed. All expenses for the school supplies must be approved by the Board prior to purchase;
 - k. Participate in Teaching Council meetings and in school ceremonies and events;
- and
- l. Comply with the provisions set forth in the Teacher's Rules and Regulations.

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SUPPORT STAFF. Ensure smooth operation of the School, keep the School and grounds orderly and clean. The detailed scope of the support staff responsibilities is set by the Board in consultation with the Parents Committee. The Board acting through the President or the Principal has the right to engage or dismiss a support staff member.

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TEACHING COUNSEL. The Teaching Council is comprised of all the teachers employed at the School. The chairperson of the Teaching Council is the Principal, who calls and presides over meetings and is responsible for notifying all Council members of the date and time and agenda of the meeting.

1. Meetings of the Teaching Council are closed to non-members, unless a person is invited by the Principal to participate. However, the meeting shall be open to the President of the School with or without invitation.
2. Meetings shall take place twice a year and the meeting minutes shall be recorded. Members of the Teaching Council shall maintain confidentiality with regard to issues discussed at Council meetings.
3. The Council's responsibilities are set forth in the Rules and Regulations of the Teaching Council.

SECTION 10- MISCELLANEOUS

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CLUBS. After-school activities and student clubs:

1. The School may have clubs and school organizations whose statutory goal is to support the education, discipline and wellbeing of the students.
2. Remuneration for club instructors comes from club fees.
3. Expenses for the needs of students and the School shall be reimbursed only after prior approval by the Board.

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DISPUTE RESOLUTION. The Board may adopt certain procedures for dispute resolution along the following guidelines.

1. School Members shall have the right to submit disputes to the President.
2. All contentious issues shall be resolved by the Board via secret vote. The results of the vote shall be recorded by the name of the voter shall not be revealed.
3. If necessary, a special Parent Committee may be convened and the dispute shall be settled by a secret voting of the Board and Parent Committee at that meeting.

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AMENDMENT. The articles of incorporation or the bylaws of the School can be amended by an affirmative 2/3 vote of all Members entitled to vote present either in person or by proxy, at a meeting at which a quorum was established.