

Burke High School PTO

Parent/Teacher Organization



BURKE PTO

PREVIOUSLY, BURKE AWARENESS COUNCIL

REVISED AND RESTATED

BYLAWS OF THE BURKE AWARENESS COUNCIL

AS OF JANUARY 1, 2020

The Bylaws of the organization were originally adopted on September 15, 1980, under the name and style of the "By-Laws of Burke High School Parents, Teachers and Students"; the name of the organization has since changed and it is now incorporated as a Nebraska non-profit corporation as the "Burke Awareness Council"; and the Bylaws were revised on February 22, 1990.

The Bylaws were reviewed and revised by the Board of Directors in 1997.

In 2016, the Board of Directors proposed changing the name of the organization from "Burke Awareness Council" to "Burke PTO." The motion to change the name from "Burke Awareness Council" to "Burke PTO" was made and carried at the May 2017 general meeting. Under the name "Burke PTO", the Bylaws were reviewed and revised by the Board of Directors. They are as follows:

Article I - Registered Office

The registered office of the corporation is 1500 Woodmen Tower, Omaha, Nebraska 68102. The corporation may establish other offices as may be determined by the Board of Director:

Article II - Membership

Members: Any person who is a parent or guardian of a student enrolled at Burke High School located at 12200 Burke Boulevard, Omaha, Nebraska, a currently enrolled or former student, a faculty member, or who is otherwise a supporter of Burke High School and its program, may become a member of the corporation upon payment of the annual membership dues. Membership in this organization shall be available without regard to race, color, creed, or national origin.

Membership Dues: The membership dues of the corporation shall be set annually by the Executive Committee prior to the opening of the school year. The term of membership shall extend from the first day of classes at the beginning of the school year to the start of the next school year.

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Article III - Directors

General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Number: The number of Directors on the Board of Directors shall be not less than five (5) and such additional number as the elected Directors may from time to time appoint according to these Bylaws, provided that the total number of Directors, elected and appointed, shall consist of an odd number.

Election, Appointment, Term of Office, and Eligibility: Each year, the initial five (5) Directors shall be the members elected to, and designated in, the offices comprising the Executive Committee hereinafter described. Such initial five (5) Directors may appoint at each annual meeting of the Board of Directors by the affirmative vote of a majority of such Directors present at such meeting, additional Directors to serve for the upcoming year, with appointments to be made from among the Chairpersons of the Standing and Special Committees hereinafter described of the corporation and the faculty and student body of Burke High School. All directors shall hold office for a term of one (1) year until the next regular annual meeting or until removed or until their successors are elected or appointed and qualified.

Duties: It shall be the duty of the Board of Directors to review and coordinate the plans, projects and programs of the corporation as developed and implemented by its Standing and Special Committees or otherwise. No such projects or programs shall be undertaken by such Standing or Special Committees unless they shall have first been approved by the Board of Directors. The Board of Directors shall also present timely and appropriate reports on the interests and status of the corporation at its periodic meetings.

Regular Meetings: The regular annual meeting of the Board of Directors shall be held no later than August 31st of each year subsequent to the regular annual business meeting of the members of the corporation, upon notice as provided by these Bylaws, for the purpose of appointing the remaining Directors of the corporation. The Board of Directors shall hold such other meetings as may be required and may provide by resolution the time and place for the holding of such additional regular meetings without other notice than such resolution.

Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of, the President or any three Directors. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

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Notice: Notice of any special meeting shall be given by e-mail and sent at least two days prior to such meeting, or personally delivered. Any Director may waive notice of any meeting. The attendance of a Director at a 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. Any business may be transacted at any Directors' meeting, of which notice has been given, and at any meeting at which all Directors are present, whether or not notice or waiver thereof has been given.

Chairperson: The President, or in the President's absence, the Vice President, or in the absence of both of them, the Chairperson chosen by the Directors present, shall preside at all meetings of the Board of Directors.

Quorum: One-half of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

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.

Vacancies: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of Directors that are also members of the Executive Committee at an annual meeting or at a special meeting called for that purpose.

Compensation: No compensation shall be paid to any Director for attendance at any meeting of the Board of Directors or for serving the corporation in any other capacity.

Dispensing with Meetings: Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to a written vote on the action without a meeting of Directors, and if a majority of the entire Board files with the Secretary, written consent to the corporate action being taken.

Article IV - Officers

Number: Members of the Executive Committee. The officers of the corporation shall be a President, Vice President, a Second Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the members of the corporation, except for the Second Vice President who at

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all times shall be the then currently acting Principal of Burke High School. The Executive Committee of the corporation shall consist of the officers specified in this paragraph.

Election and Term of Office: The officers of the corporation to be elected by the members shall be elected annually at the regular annual meeting of the corporation. The officers to be elected shall be elected by the affirmative vote of a majority of those members of the corporation that are present and voting at the regular annual meeting. Voting at the election shall be by ballot, except in the event that only one name is placed in nomination for each office, then the election may be by voice vote. The officers shall assume their duties "at the close of the regular annual meeting except for the Treasurer who shall assume duties of office on July 31. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified or until that officer's death or until that officer shall resign or shall have been removed in the manner hereinafter provided. With the exception of the Second Vice President who must be the Principal of Burke High School, no person shall serve more than three consecutive terms as the President or Treasurer.

Subordinate Officers: The Board of Directors from time to time may appoint subordinate officers, including but not limited to Assistant Secretaries and Assistant Treasurers, each of whom shall hold office at the pleasure of the Board of Directors or for such term as the Board of Directors may designate. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers and to prescribe their respective authorities, duties, and terms of office.

Removal; Resignation: The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer or subordinate officer of the corporation, and at any meeting may accept the resignation of any officer of the corporation. The Board of Directors may delegate to any officer the authority to remove or accept the resignation of any subordinate officer.

Vacancies: Any vacancies occurring in the office of President, Vice President, Secretary, or Treasurer by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term of the Board of Directors at a special meeting called for such purpose, but such vacancies need not be filled until the first regular annual meeting of the members subsequent to the vacation of the office, if the Board of Directors does not deem it advisable or necessary to fill the vacancy prior to that meeting.

No Salaries: The officers of the corporation shall receive no salaries or other compensation for serving in such office.

President: The President: (a) shall be the chief executive officer of the corporation; (b) shall preside at all meetings of the corporation; (c) shall be an ex officio member of all Standing and Special Committees of the corporation, except for the Nominating Committee; and (d) subject to

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the direction and under the supervision of the Board of Directors and the Executive Committee, shall have general charge of the business affairs and property of the corporation and control of its several officers. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to the President by these Bylaws, the Board of Directors or the Executive Committee.

Vice President: At the request of the President, or in the President's absence or disability, the shall perform all of the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon, the President. The Vice President shall act as an aide to the President and shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned to such officer by these Bylaws, the Board of Directors, the Executive Committee or the President.

Secretary: It shall be the duty of the Secretary to keep an accurate record of the proceedings of all meetings of members, the Board of Directors, and the Executive Committee; give all notices required by law, by the Board of Directors, by the Executive Committee, by the Articles of Incorporation, or by these Bylaws; and assist in keeping the books of account of the corporation and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to the Secretary by these Bylaws, the Board of Directors, the Executive Committee or the President. The Board of Directors, the Executive Committee or the President may delegate all or part of the authority and duties of the Secretary to Assistant Secretaries.

Treasurer: The Treasurer shall have custody of the corporation's funds; keep full and accurate accounts of all receipts and disbursements of the corporation, an inventory of assets, and a record of the liabilities of the corporation; deposit all money and other securities in such depositories as may be designated by the Executive Committee, disburse the funds of the corporation as ordered by the President or the Executive Committee, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Executive Committee. The Treasurer shall be responsible, in consultation with the Executive Committee, for the preparation of an annual budget; shall present a current statement of account at every regular meeting of the corporation, at Executive Committee and Board of Directors meetings and at other times when requested to do so by the Executive Committee; and shall make a full written report on the financial status of the corporation at the regular annual meeting, which written report shall be subject to an audit at the direction of the Executive Committee. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to the Treasurer by these Bylaws, the Board of Directors, the Executive Committee, or the President.

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The Board of Directors, the Executive Committee, or the President may delegate all or part of the authority and duties of the Treasurer to Assistant Treasurers.

Article V - Committees

Executive Committee: The duties of the Executive Committee shall be to transact the necessary business of the corporation between scheduled meetings of the entire membership, and other such business as may be referred to it by the membership or Board of Directors, and to plan, arrange and prepare for the meetings of the corporation. Meetings of the Executive Committee shall be held as necessary on the call of the President, or, if circumstances require, of either the Vice President or the Second Vice President. A quorum of the Executive Committee shall consist of a majority of its members.

Standing Committees: The Standing Committees are those representing activities which are continuing in the program of the corporation. Standing Committees may be created or dissolved as the need indicates by the President with the approval of the Executive Committee. The chairperson of each Standing Committee shall be appointed by the President with the assistance of the Executive Committee. Terms of office of committee chairpersons and members shall terminate with those of the elected officers. Committee chairpersons shall be responsible for scheduling meetings and conducting the business of their respective committees and reporting to the Board of Directors or the Executive Committee. All plans for projects or programs to be undertaken by the respective Standing Committees shall have received the prior approval of the Board of Directors.

Special Committees: The Executive Committee or the Board of Directors shall have the power to create special committees, as need and circumstances may require. Each special committee shall cease to function when it has accomplished its assigned task or is properly dissolved. The Board of Directors or the Executive Committee shall have full power to constitute such committees as they deem necessary or desirable to advise or assist them in the transaction of the business of the corporation. The members of such committees need not be Directors of the corporation or members of the Executive Committee. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors or the Executive Committee at the time the committee is organized or from time to time thereafter.

Nominating Committee: In February of each year, the Executive Committee shall appoint a nominating committee consisting of three (3) members, one of whom shall be the Principal of Burke High School. It shall be the duty of the nominating committee to recruit a candidate for each of the offices, to secure their consent to serve if elected and to report its recommendations to the Executive Committee and the general membership in writing, as required by these Bylaws, prior to the annual business meeting. Nominations may be made from the floor at the annual

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business meeting; however, only those persons whose dues are paid and who have consented to serve if elected shall be eligible for nomination either by the nominating committee or from the floor.

Vacancies in Offices: When a vacancy occurs in any office prior to expiration of the specified term, it shall be filled by a majority vote of the remaining members of the Executive Committee. Any officer elected to fill the unexpired portion of a term shall serve only until the term would normally have expired, but such individual may succeed to a subsequent term if elected to a full term by members at the next annual business meeting.

Article VI -Meetings

Regular and Special Meetings: Notice: The corporation will participate in at least two school functions annually in support of Burke High School in addition to the regular annual business meeting of the members of the corporation which shall be held at Burke High School in April of each year. Members must be given e-mail notification not less than five days in advance of each meeting; except that, in the event the Board of Directors shall have adopted a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the members of the corporation having voting rights, then e-mail notification stating that the purpose of such meeting is to consider the advisability of dissolving the corporation shall be given to each member entitled to vote at such meeting at least thirty days prior to' the date of such meeting. Special meetings of the corporation shall be called by the Executive Committee, provided the general membership is given e-mail notification as required herein. For purposes of notifying the membership of meetings, a timely e-mailing of Burke High School shall be deemed the giving of adequate notice.

Participation in Meetings: The privilege of holding office, serving on committees, introducing motions, participating in debate and voting in meetings shall be limited to those persons who are members of the corporation and whose annual dues have been paid; however, all meetings of the corporation shall be open to the public.

Quorum: Conduct of Meetings. A quorum for conducting the official business of the corporation in its general membership meetings shall consist of half plus one dues-paying members. As considered necessary to facilitate the business of any meeting, the President of the corporation may appoint a person to serve as parliamentarian for the duration of that meeting.

Article VII - Seal

The corporation shall not have a corporate seal.

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Article VIII - Fiscal Policies

Fiscal Year: The fiscal year of the corporation shall end on July 31 of each year.

Authorization of Disbursements. The President may authorize disbursements not to exceed \$100.00 in addition to budgeted items without prior approval of the membership of the corporation. The Executive Committee may authorize disbursements not to exceed \$200.00 in addition to budgeted items without prior approval of the membership of the corporation.

Article IX - Waiver of Notice

Whenever any notice is required to be given to any Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X - Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Article XI- Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent 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 a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power of authority to bind the corporation by any contract or engagement or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

Article XII - Voting Stock Owned by the Corporation

Unless otherwise ordered by the Board of Directors, the President shall have full power and

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authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article XIII - Prohibition Against Sharing in Corporate Earnings

No Director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended, as required by the Articles of Incorporation of the corporation.

Article XIV - Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article XV - Review and Amendment of Bylaws

Review: These Bylaws shall be reviewed by a Special Committee at least once every two years.

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Amendments: These Bylaws may be amended by resolution of the members, adopted by vote of a two-thirds (2/3) majority of the members present at any regular or special meeting, provided that notice of the proposed amendment has been given to the members of the corporation at least one week prior to the meeting.

Article XVI – Conflict of Interest Policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

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

b. Financial Interest. 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 organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization 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 organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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Section 3. Procedures

a. Duty To Disclose:

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

b. 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 governing 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 whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest:

i. An interested person may make a presentation at the governing board or committee meeting, but after the 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.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy:

i. If the governing board or committee has reasonable cause to believe 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.

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ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings:

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

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

Section 5. Compensation:

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

Section 6. Annual Statements:

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;

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- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews:

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

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts:

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Article XVII - Annual Audit

The Treasurer's accounts shall be examined by an independent auditor chosen by the Governing Body to obtain an independent review at the end of the school year. The financial records will be reviewed and/or audited each year before the newly elected treasurer assumes his/her duties no later than 31 July of each year.

Article XVIII - Dissolution

The Burke PTO may dissolve and terminate its affairs in the following manner:

- A. The Burke PTO Board shall adopt a resolution recommending that the Burke PTO be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members having voting rights. Notice of the meeting will be published to the school at large. Thirty (30) days written or printed notice shall be required to consider dissolution. The special meeting shall be held only during the academic school year.

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B. Only those persons who are confirmed members of the Burke PTO on the date of adoption of the resolution and special meeting shall be entitled to vote at the special meeting. Approval of the dissolution of the Burke PTO will require the affirmative vote of the majority of the members present at the special meeting.

C. Upon the dissolution of the Burke High School Parent Teacher Organization, assets will be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed for public use to either the Federal government, or to a state or local government.

D. A written notice of the adoption of such a resolution shall be published in at least two common modes of communication for one week prior to the scheduled dissolution meeting.

E. Dispensation of Funds under Dissolution of Organization

Upon dissolution of the Organization, all remaining monies held will be turned over to Burke High School to use at its discretion.

Article XIX - Parliamentary Authority

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

We hereby certify that these Bylaws, first revised and restated on February 22, 1990, were approved at a meeting of the members on November 11, 1997, and are adopted by written consent of the Board of Directors.

We hereby certify that these Bylaws were revised and restated on January 1, 2020, and are adopted by voting consent of the Board of Directors and the assembly of members at the General Meeting on January 13, 2020.

DocuSigned by:
Susie Gundersen
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Susie Gundersen, President

DocuSigned by:
Kathy Alber
2413A42DF30F42A...
Kathy Alber, Vice President

DocuSigned by:
Gaye Lannan
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Mrs. Gaye Lannan, 2nd Vice Pres.

DocuSigned by:
WmKendeigh
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Wendy Kendeigh, Secretary

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Alan Hauschild
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Alan Hauschild, Treasurer