LOOP Articles of Association

ARTICLE I – NAME

The name of the organization is LOOP (Lisbon Organization of Parents). LOOP is located at Lisbon Grade School, 127 S. Canal Street, Newark, IL 60541.

ARTICLE II – DESCRIPTION

LOOP is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – PURPOSE

The purpose of LOOP is to enhance and support the educational experience at Lisbon Grade School, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Lisbon Grade School through volunteer and financial support.

ARTICLE IV – MEMBERSHIP

Section 1: MEMBERSHIP. Membership is open to all parents, guardians, faculty and staff of Lisbon Grade School students. Members may join at any time during the school year.

Section 2: FEES. There will be a $1.00 membership fee due yearly. A member must have paid his or her fee at least 14 calendar days prior to a scheduled meeting to be considered a member is good standing with voting rights. Only paid members have voting privileges.

ARTICLE V – OFFICERS

Section 1: EXECUTIVE BOARD. The Executive Board consists of the following officers: President, Vice-President, Secretary, Treasurer, and Vice-President of Finance. The Executive Board shall establish and oversee committees to conduct the work of LOOP, establish fundraising programs, and approve, by majority vote of the Board, expenditures.

Section 2: PRESIDENT. The President presides over meetings of the organization and executive board, serves as the primary contact for the Principal, represents LOOP at meetings outside the organization, and coordinates the work of all the officers and committees so that the purpose of LOOP is served. The president will pre-approve all correspondence, communications and LOOP calendar events for the committees and retains all official records of LOOP.

Section 3: VICE-PRESIDENT. The Vice-President assists the President, carries out the President's duties in his or her absence or inability to serve, oversees the committee system of LOOP, and purchases supplies for concessions.

Section 4: SECRETARY. The Secretary records and distributes minutes of all Executive Board meetings and all General LOOP meetings, prepares agendas for official LOOP meetings, holds historical records for LOOP, manages communications and marketing for LOOP, including, but not limited to LOOP flyers, emails, bulletin boards, etc. The Secretary also keeps a copy of

minutes book, bylaws, membership list, and any other necessary supplies, and brings them to all meetings.

Section 5: TREASURER. The Treasurer serves as custodian of LOOP finances, collects revenue, pays authorized expenses, reports financial activity every month, prepares a year-end financial report, and holds all financial records.

Section 6: VICE-PRESIDENT OF FINANCE. The Vice-President of Finance handles correspondences and filings pertaining to the 501(c)(3) status. This includes but is not limited to the Internal Revenue Service, Office of the Attorney General, and Illinois Department of Revenue.

ARTICLE VI – ELECTIONS AND NOMINATIONS

Section 1: ELECTION OF OFFICERS

a. Officers shall be elected annually in the month of April.
b. Any LOOP member in good standing may become an officer.
c. Each position shall be voted for independently.
d. In May, all parents, guardians, faculty and staff of Lisbon Grade School will be allowed to become members of LOOP for the next school year. Voting rights shall be limited to the election of officers until the following school year.
e. The newly elected officers shall assume their duties August 1st and shall serve for a term of two years or until the election of their successors.
f. A person shall be eligible to serve unlimited consecutive terms.
g. President and Secretary shall be up for election every odd-numbered year. Vice-President and Treasurer shall be up for election every even-numbered year.
h. Vice-President of Finance shall be up for election every year and shall have unlimited terms.

Section 2: NOMINATING COMMITTEE

a. There will be a Nominating Committee composed of at least four members, one of whom is a current officer or the immediate past president, as selected by the Executive Board, and at least three of whom are volunteers from the members at large.
b. The Nominating Committee shall nominate at least one eligible person for each office to be filled and report its nominees at the March General Membership meeting. Additional nominations may be made from the membership at large at the March meeting. Voting shall take place in the month of April among the membership at large.
c. Nominations for all LOOP positions will be closed one week before the April meeting. That date will be considered as the "freeze date" for published nominations. Nominees who meet the deadline will appear on the pre-printed ballot and will be publicly announced. Nominees who come forward after the freeze date will be considered write-in candidates on the ballot and will receive no public announcement.
d. The consent of each nominee shall be secured before his/her name is publicly announced.
e. The outgoing Executive Board and the newly elected officers shall have a combined meeting in June so as to provide an orderly transfer of responsibilities.

Section 3: VACANCIES. A vacancy occurring in any office shall be filled by a majority vote of all remaining members of the Executive Board. If the office of President becomes vacant, the Vice-President shall assume the duty for the remainder of the school year, or until the office is filled.

Section 4: REMOVAL FROM OFFICE. An officer may be removed from office for failure to perform duties, after reasonable notice, by a three-fourths vote of the entire Executive Board.

ARTICLE VII – MEETINGS

Section 1: EXECUTIVE BOARD. The Executive Board shall meet monthly during the school year, or at the discretion of the President.

Section 2: GENERAL LOOP MEETINGS. General LOOP meetings shall be held to conduct the business of the organization. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

Section 3: VOTING. Each paying member in attendance at a LOOP meeting is eligible to vote.

ARTICLE VIII – COMMITTEES

Section 1: MEMBERSHIP. Committees may consist of members and board members, with the Vice-President overseeing all committees.

Section 2: STANDING COMMITTEES. The following committees shall be held by LOOP: Concession, Fundraiser, Hospitality, Communication, and Family Events.

Section 3: ADDITIONAL COMMITTEES. The board may appoint additional committees as needed.

ARTICLE IX – FINANCES

Section 1: BUDGET. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present. The members of LOOP must approve any deviation from the budget in advance except in the case of an emergency request, which can be voted on an approved by three-fourths of the Executive Board at the current meeting. Any request for disbursement not allowed for in the annual budget must be presented as an agenda item. The vote on nonemergency items will be taken at the next general meeting.

Section 2: FISCAL YEAR. The fiscal year of LOOP begins August 1 and ends July 31 of the following year.

Section 3: BANKING. All funds shall be kept in a checking account in the name of LOOP, requiring two signatures of the Executive Board ad held at a local financial institution.

Section 4: APPROVAL. The Executive Board shall approve all expenses of the organization.

Section 5: REPORTING. All financial activity shall be recorded in a manual or computer-based accounting system. Copies of all receipts shall be given to the Treasurer. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. All deposits and disbursements must be made in a timely manner.

Section 6: CONTRACTS. Contract signing authority is limited to the President or the President's designee after approval of LOOP members.

ARTICLE X – ARTICLES AMENDMENTS

Any LOOP member may propose amendments to the Articles. Amendments presented at a LOOP meeting shall be considered for voting at a subsequent meeting. A three-fourths approval of all members present and voting is required to adopt an amendment to the Articles.

ARTICLE XI – DISSOLUTION

Section 1: PROCEDURE. Notice of intent to disband shall be given to all members, in writing, at least 30 days prior to the general membership meeting. A quorum for the purpose of dissolution shall be 25% of the current year's total membership. A three-fourths vote of those in attendance is required for passage.

Section 2: FUNDS. Upon dissolution of LOOP, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of Lisbon Grade School.

Section 3: ASSETS. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The authority for this organization shall be "Robert's Rules of Order Newly Revise" when they are not in conflict with LOOP Articles.

ARTICLE XIII – 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 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 interest 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 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 or 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 appropriating governing board or committee decides that a conflict of interest exists.

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 the 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 interest 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 reasonable 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.

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 PROCEEDING

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 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;

-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 that 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, is 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 inurnment, 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 VI – ELECTIONS AND NOMINATIONS, Section 1: ELECTION OF OFFICERS was revised effective November 6, 2012.

ARTICLE VI – ELECTIONS AND NOMINATIONS, Section 1: ELECTION OF OFFICERS was revised effective September 3, 2013.

ARTICLE XI – DISSOLUTION, Section 3: ASSETS was added February 20, 2014.

ARTICLE V – OFFICERS, Section 1: EXECUTIVE BOARD was revised and ARTICLE V – OFFICERS, Section 6: VICE-PRESIDENT OF FINANCE and ARTICLE VI – ELECTIONS AND NOMINATIONS, Section 1: ELECTION OF OFFICERS, letter h were added effective October 7, 2014.

ARTICLE VI – ELECTIONS AND NOMINATIONS, Section 2: NOMINATING COMMITTEE was revised effective April 9, 2015.

ARTICLE VI – ELECTIONS AND NOMINATIONS, Section 1: ELECTION OF OFFICERS, letter f was revised effective August 15, 2018.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Association on this 15 day of August, 2018.

Crystal Masses
President

ATTEST:
Emily Friedel
Vice-President