



FOUNDATION | BYLAWS

LINCOLN PUBLIC SCHOOLS | FEBRUARY 26, 2025

Edit Themes and Bylaw Language

Page	Theme	Description	Bylaws
1	Purpose	Bylaws should focus on the governance of the organization. The articles of incorporation state the purpose of the organization and more current documents approved by the Board such as annual goals and strategic plans help focus the purpose.	Article II.1
<p>Section 1. The Foundation shall carry out its purposes in the following manner in addition to the manner as set forth in the Foundation's Articles of Incorporation ("Articles"):</p> <p><i>(Purpose as described in the Article of Incorporation: The corporation shall have the power to solicit and receive contributions, gifts, or devices of both real or personal property from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations and to maintain, use and apply, both directly and indirectly, the whole or any part of the income therefrom and the principal thereof, exclusively for education purposes in connection with Lancaster County School District No 1 (thereinafter referred to as "Lincoln Public Schools").</i></p>			
2-3, 5	Directors, Advisors, and Liaison	Clean-up language without an intent to change the basic role that individuals play. The previous bylaws only acknowledge Trustees as non-board member support to the board or committee. The label Trustee implies fiduciary responsibilities and doesn't include the wide-range of community experts that serve on FLPS committees. The change in Section 16 creates advisors/advisor groups, and it clarifies that Trustees and Advisors are not members of the Board	Article IV.1-3, 16
<p>Section 16. Board of Trustees and Advisory Groups. The Board may designate an advisory group(s) to the Board, may appoint persons to serve on such group(s), may call them Trustees, <u>Advisors</u>, or any other name the Board deems appropriate, may define the role, <u>duration</u>, and duties of the trustees and advisory group(s), and may establish whatever selection criteria for such group as from time to time is necessary or desirable to serve the purposes of the Foundation. <u>Individuals serving as trustees or advisors are not Voting Directors of the Board or Ex Officio Non-voting Advisors of the Board.</u></p>			

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3-4, 8-9	Meetings	Update the bylaws to the new language in state law about remote meetings and bring our practices into compliance. This new language is applied to meetings to the Board and all Committees. The addition of including different forms of voting in order for the Board to act is included for the Board and for the Executive Committee only as those are the only two bodies within FLPS that can take action for the Foundation. This change also includes a transition to electronic notification for meetings.	Article IV.8.1-2, 9, 10; Article VI.1, 3.1

Section 9. Board Meeting Organization. At the discretion of the Board chair, meetings of the Board of Directors may be organized to allow board members to participate in-person, by means of any audio, electronic, or otherwise appropriate communication medium by which all persons are able to simultaneously hear each other, and participate in a meeting pursuant to this provision shall constitute presence of the director in person at the meeting, or through a hybrid of both methods of participation. When the board meeting is organized in any of the three configurations, the Board will conduct business as required including methods for participating board members to receive or view shared materials and methods for making, discussing, and voting on motions.

Any vote that may be taken at a meeting of the Board may be taken by direct mail or e-mail ballot, if the matter(s) voted on have been introduced and discussed at a regular or special meeting of the Board. An action based on a written ballot may be taken provided the number of votes cast meets the quorum requirement and the number of approvals meets the majority vote requirement. A written ballot may be transmitted, and a vote may be cast on that ballot electronically.

Section 10. Notice of Meetings. ~~Written or electronic no~~ Notice of any meeting (annual, regular, or special) shall state the date, time, and place and, shall be at least five (5) days prior to the date of any such meeting. Any Director may waive notice of any meeting. Notice shall be effective with respect to Directors when electronically transmitted notices have been sent to the designated address, location, or system to which these notices may be electronically transmitted. The transmission of a notice in such manner shall be considered notice served.

Page	Theme	Description	Bylaws
7-8	Committees	Clarify the purpose of different types of committees – Standing, Ad Hoc, Working Group – to create definition in the bylaws that align with existing practices	Article VI.1.1-3
<p><u>Section 1. Establishment.</u> <u>The Board shall utilize the following combination of Committees to organize and facilitate the work of the Board and prepare items for consideration by the full board.</u></p> <p><u>1.1 Standing Committees:</u> <u>To conduct the annual, on-going work of the Board, Standing Committees will be chaired by a member of the Executive Committee, hold meetings at least quarterly, and be composed of a minimum of at least (3) three to (5) five board members and other interested individuals. Standing Committees will be organized at the beginning of each fiscal year and may retain existing members or be partly or wholly reconstituted.</u></p> <p><u>1.2 Ad Hoc Committees:</u> <u>To respond to regularly occurring issues of the Board, Ad Hoc Committees will function as sub-committees of Standing Committees and will be chaired by a board member identified by the chair of the Standing Committee, hold meetings to serve the purpose identified by the Standing Committee, and be composed of a minimum of at least (3) board members and other interested individuals. Ad Hoc Committees will be organized at the beginning of each fiscal year and may retain existing members or be partly or wholly reconstituted.</u></p> <p><u>1.3 Working Group:</u> <u>To respond to a short-term issue, not deemed to be within the purview of a Standing or Ad Hoc Committee, the Board can approve a Working Group. When the Working Group is approved by the Board, the approval will include a definition of the duration and scope of the Working Group and describe the proposed frequency of the meetings. When the Working Group has completed its work or reached its scheduled limit, the approval for the Working Group expires. The Board may approve the continuation of the Working Group, but a Working Group that extends beyond a single fiscal year. It may continue with the same members, or it may be partially or wholly reconstituted. A Working Group will be composed of a minimum of at least (2) board members and other interested individuals as outlined in the Board agenda item approving the Working Group.</u></p>			
9-13	Committees	Align bylaws to the current structure and scope of committees and aligns sub-committees to their Standing Committees.	Article VI.3-4
<p>Committee Organization</p> <ul style="list-style-type: none"> • 3.1 Executive Standing Committee <ul style="list-style-type: none"> ○ 4.2 Nominating Committee ○ 4.5 Human Resources Ad Hoc Committee ○ Sustainability Working Group • 3.2 Scholarship Standing Committee • 3.3 Budget and Standing Finance Committee <ul style="list-style-type: none"> ○ 4.1 Audit Ad Hoc Committee ○ 4.3 Investment Ad Hoc Committee • 3.4 Fund Development Standing Committee • 3.5 Marketing Standing Committee <ul style="list-style-type: none"> ○ 4.4 Awards Ad Hoc Committee • 3.6 Spark/Program Standing Committee 			

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15	Bylaws	Specifically state that bylaws could be voted upon by written ballot to ensure that a change is considered by all members, but avoid the difficulties of reaching an in-person (physically and/or electronically) 2/3s majority of all voting directors while still ensuring that every board member has a voice in any changes.	Article XIV
<p>These Bylaws may be amended by the Board by a two-thirds (2/3) vote of all Voting Directors of the Board <u>at a regular or special meeting of the board, or, without a meeting, through written ballot available to each voting member of the board.</u></p>			