



# Foundation | Board Meeting

LINCOLN PUBLIC SCHOOLS | OCTOBER 22, 2024

FLPS Board Agenda Items 4B, 4C, 4D, 4E

*4B. Recommend that the Board discuss and approve the following changes to the Foundation bylaws presented below.*

*Page 2-3, 5: Changes on page 2 and 3 are meant to clarify Board member roles and number of Board members. It should not affect the membership of the existing Board.*

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## ARTICLE IV. DIRECTORS, ADVISORS AND LIAISONS

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board, which shall have and shall exercise all of the powers of the Foundation under applicable law subject to the limitations imposed by the Articles and these Bylaws.

Section 2. Number of Directors. Directors shall be either Voting Directors or Ex Officio Non-Voting Advisors. The total size number of Voting Directors, Ex Officio Not Voting Advisors and Lincoln Board of Education Liaisons shall be no less than ~~15~~ 14 and no more than 33.

2.1 Voting Directors. Voting Directors shall be selected and approved according to Article VI, Section 4. The number of Voting Directors shall be no less than 12 and no more than 30. Such Directors shall represent each of the following groups in the stated number:

- (a) Educators employed by LPS - Two (2) Directors;
- (b) Lincoln Education Association ("LEA") - One (1) Director; and
- (c) Community Representatives - no less than nine (9) and no more than 27 Directors.

2.2 Ex Officio Non-Voting Advisors. The number of Ex Officio Non-Voting Advisors shall be ~~at least one, including but not limited to,~~ and be the Superintendent of Schools for LPS or the Superintendent's designee.

The Ex Officio Non-Voting Advisors Directors are not Voting Directors or Officers of the Foundation

2.3 Lincoln Board of Education Liaisons. The LPS Board of Education shall have one (1) member selected by the LPS district to serve as liaisons to the Foundation. The liaisons shall serve at the pleasure of the LPS Board of Education and are not Voting Directors or Officers of the Foundation. The liaison shall be advisory to the Foundation to perform such duties and functions as agreed upon from time to time in order to facilitate communication, cooperation and a close working relationship between the Foundation and the LPS district.



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[Voting Directors, Ex Officio Non-Voting Advisor, and the Lincoln Board of Education Liaison](#)

~~The liaisons and advisors~~ shall be provided notice of Foundation Board meetings and otherwise be ~~of~~ kept apprised of Foundation business.

## Section 3. Term of Office.

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3.1 Voting Directors. Voting Directors may serve no more than two consecutive full terms unless waived by a two-thirds majority of the Board. The term for each Voting Director shall be three years, except for the following Directors:

- (a) The Director representing the LEA who shall be designated by and serve at the pleasure of LEA.
- (b) LPS Board members as appointed by LPS Board President
- (c) LPS Staff as appointed by LPS Superintendent

3.2 Ex Officio Non-Voting Advisors. Ex Officio Non-Voting Advisors shall have no set terms or term limits except that such Advisors shall serve only at the pleasure of and by virtue of the office designated as an Ex Officio Non-Voting Advisor.

3.3 Lincoln Board of Education Liaison. The liaison shall have no set terms or term limits except that the liaison shall serve at the pleasure of the LPS Board of Education and by virtue of the office designated as an [Lincoln Board of Education Liaison](#).

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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, Advisors, or any other name the Board deems appropriate, may define the role, duration, 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. [Individuals serving as trustees or advisors are not Voting Directors of the Board or Ex Officio Non-voting Advisors of the Board.](#)



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4C. *Recommend that the Board discuss and approve the following changes to the Foundation bylaws presented below.*

*Page 3-4: Changes on page 3-5 are meant to clarify the purpose of meetings and*

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Section 8. Regular Meetings. A regular annual meeting of the Board shall be held each year at such location as the Board designates [for the Voting Directors, Ex Officio Non-Voting Advisor, and liaison to conduct the business of the Board.](#) [Other individuals may also be invited to the regular meeting with the approval of the Chair.](#) The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 9. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair, any two Voting Directors, or the Executive Committee. The person or persons authorized to call special meetings of the Board may fix a reasonable place and time for the special meeting of the Board. [Special meetings are held for the Voting Directors, Ex Officio Non-Voting Members, liaison to conduct the business of the Board.](#) [Other individuals may also be invited to special meetings with the approval of the Chair.](#)

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Section 10. Notice of Meetings. Written or electronic 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.

~~10.1 Personal Delivery. Personal delivery of notice shall be allowed.~~

~~10.2 Mail Notice. When notice is given by mail, the mail must be properly addressed to the Director's address as it appears on the current records of the Foundation. When notice is given by mail, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, so addressed.~~

~~10.3 Electronic Notice.~~ Electronic notice shall be effective ~~only~~ with respect to Directors ~~that have consented, in the form of a record, to receive~~ [when](#) electronically transmitted notices [have been sent to](#) ~~and that have the~~ designated ~~in the consent the~~ 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.



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*4D. Recommend that the Board discuss and approve the following changes to the Foundation bylaws.*

*Changes on page 7-12 are meant to clarify the organization and purpose of committees and recognize those committees that are in both the bylaws and in the 2023-2024 Committee Description & Roles (rev. 06.15.23) and presented to the Board on 09.28.23.*

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## (Page 7-12) ARTICLE VI. COMMITTEES

Section 1. Establishment. 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.

1.1 Standing Committees: 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 to organized at the beginning of each fiscal year and may retain existing members or be partly or wholly reconstituted.

1.2 Ad Hoc Committees: 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, 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.

1.3 Working Groups: 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 may 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.



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The Board shall create the ~~six (6) Standing~~ Committees described in Sections 3 [and 4](#)

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~~through 11~~ of this Article VI with the powers and duties hereinafter set forth. The Board may also create such other standing, [ad hoc](#) and [special working group](#) Committees with such powers and duties as the Board may from time to time determine are necessary or desirable to carry out the purposes of the Foundation.

The Chair will appoint the Committee Chair of each Committee subject to the approval of the Board. Each committee must have a current voting director as the committee chair, co-chair or a member of the committee and serve as a liaison to the board.

All Committees shall be appointed by the respective Committee Chair subject to the approval of the Board. Committee members, other than the Committee Chair, need not be Directors.

### Section 3. Standing Committees

3.1 Executive Committee. The Executive/Strategic Committee shall consist of at least the following members: the Chair, the immediate past Chair, the Vice Chair, the Secretary, the Treasurer. and at least one Liaison of the LPS Board of Education. The Committee Chairs of all of the Standing Committees will be invited and may vote. The Superintendent and the Associate Superintendent of Instruction of LPS are invited to attend. The active Chair of the Foundation shall also be the Executive Committee Chair.

The Executive Committee shall have all authority of the Board except vacancies in the Board, the hiring and firing of staff, limitations determined by the Board, and any other restrictions otherwise provided herein. Subject to the aforesaid exceptions, any person dealing with the Foundation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board.

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The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board. At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present, or without a meeting by a writing or writings signed by all of its members. Any or all Executive Committee members may participate in a meeting of the Executive by



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means of any audio, electronic, or otherwise appropriate communication medium by which all persons participating in the meeting are able to hear each other and/or receive all written

communications from each other.

The Chair or any two other members of the Executive Committee may call a meeting of the Executive Committee. The person(s) calling the meeting shall give, or cause to be given, written notice to each member of the Executive Committee of the date, time, place, and purpose of the meeting at least two (2) days before the scheduled meeting. Four (4) members of the Executive Committee, two (2) of which must be officers, constitute a quorum for the transaction of business at any meeting thereof.

3.2 Section 8: Awards and Scholarships Committee. This Committee shall be composed of no fewer than three (3) members and at least one LPS employee who has had experience in schools. The Committee shall recommend criteria to the Board for awards and scholarships. It shall apply such approved criteria to nominees for awards and scholarships. The Committee shall recommend recipients for awards and scholarships to the Board for approval. It shall construct and implement procedures to follow up with award/scholarship recipients and make regular reports to the Board to help determine the effectiveness of awards and scholarships. The Committee shall handle any issues which the Board may delegate.

3.3 Section 5-Budget and Finance Committee. This Committee shall be composed of no fewer than five (5) members and shall include the Treasurer. The Committee will be comprised of people with interest and experience in budgeting and finance. investing:

They shall provide recommendations to the Board ~~for the investing of corporate funds, prepare and submit~~ for a balanced budget and monitor the progress of the budget and program financing throughout the year ~~invest the funds of the Board.~~ The Committee shall coordinate its work with the Investment Committee. The Committee shall handle any issues which the Board may delegate.

3.4 Section 7: Fund Development Committee. This Committee shall be comprised of no fewer than five (5) members and shall be chaired by the Vice Chair. The Committee shall develop an annual plan for fundraising and implement the plan with the approval of the Board. The Committee shall handle any issues which the Board may delegate. Membership may include at least one representative from the Finance Committee, the Marketing Committee ~~and the Events Sub-committee~~ when possible. Other membership may include, ~~the Chair of the Trustees and~~ at least one other member of the board. Additional ~~community volunteers~~ Advisors may also be asked to serve



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3.5 Section 9. Marketing Committee. This committee shall consist of at least three (3) members. The Committee shall promote the purposes of the Foundation to the Lincoln community. It shall create visibility and goodwill for the Foundation. The Committee shall advocate the relationship between the Foundation's main purpose to enhance the education of students in LPS and the community betterment that these enriched students will contribute because of the increased opportunity, knowledge, capacity, and experience provided with the Foundation's help. The Committee shall handle any issues which the Board may delegate.

3.6 Section 11. Spark Committee. This Committee shall consist of no fewer than (3) members. Membership may include Board Members, LPS teachers, community members and/or parents of Spark students as Advisors at ad hoc. This Committee will be responsible for ~~reviewing the student safety, supporting the program~~ sustainability, ~~program~~ quality and ~~program~~ growth of Spark Learning programs. The committee will review annual budgets, set and measure program outcomes and serve as active advisors to staff. The Board may appoint working groups ~~or task forces~~ to work on specific issues related to the growth of the program.

## Section 4. Ad Hoc Committees.

4.1 Section 11. Audit Ad Hoc Committee. This Committee shall be a sub-committee of the Finance Committee and be comprised of at least three (3) members. The Committee will be chaired by the Treasurer. The Committee shall include one, but no more than two, members of the Budget and Finance Committee in addition to the Treasurer. Members of the Committee shall have an interest in and knowledge of financial reports and basic familiarity with generally accepted accounting principles and accepted auditing standards of practice. The Committee shall do the following:

- (a) Appoint, retain, evaluate, terminate and approve the fees of the independent certified public accounting firm selected to provide audited or reviewed financial statements as of each fiscal year end of the Foundation.
- (b) Meet at least annually with the Foundation's certified public accounting firm representative to receive and discuss the audited or reviewed financial statements and other reports which may be provided by the certified public accounting firm.





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- (c) Conduct executive sessions with the certified public accounting firm to discuss the cooperation and performance of Foundation staff during the course of the audit or review of the Foundation's financial statements.
- (d) Meet with the Foundation's President and staff responsible for the Foundation's financial statements to discuss the cooperation and performance of the certified public accounting firm during the course of the audit or review of the Foundation's financial statements.
- (e) Address concerns raised by the certified public accounting firm during the course of the audit or review of the Foundation's financial statements.
- (f) Report at least annually to the Foundation's Board of Directors on the results of the Committee's activities.

The Committee shall maintain and guard the public's trust that its donations are used to support the educational purposes of LPS by the Foundation as outlined and identified in the purpose, mission, and goals of the Foundation as well as the Articles and these Bylaws. Ultimately, the Committee shall safeguard the Foundation's commitment to good Board governance. The Committee shall address and report on any issues which the Board may delegate to the Committee.

4.2 Nominating Ad Hoc Committee Workgroup. This committee shall consist of at least three (3) Directors or Trustees. Additionally, the Chair may, but is not required to, appoint up to five (5) additional members or ~~leaders~~ Advisors from the Lincoln community to the Committee.

This workgroup is responsible to the Executive Committee of the Foundation to assume primary responsibilities in matters pertaining to identification of members for the Foundation Board of Directors. The Committee shall nominate new Voting Directors, Ex Officio Non-Voting Advisors, ~~Liaisons~~, and Officers and present a slate to be recorded on the agenda for the meeting. The slate shall include the ~~Liaisons~~ designated by the LPS Board of Education and a Voting Director by the LEA. All nominees shall be qualified for their respective positions not inconsistent with those requirements delineated in Article V, Officers. Other nominations may also be made by other members of the Board. The Committee shall handle any issues which the Board may delegate.





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~~Section 10. Special Events Workgroup. This workgroup shall consist of at least three (3) members. This workgroup is responsible to, the Marketing/Branding Committee of the Foundation to assume primary responsibilities in matters pertaining to special events. The workgroup shall perform the following functions subject to and in conformity with established policies of the Foundation and with approval of the board of director.~~

~~Develop a timeline and budget for the event. Identify and confirm place and time of the event. In collaboration with the Fund Development Committee develop an invitation list. In collaboration with the Marketing/Branding Committee create invitations, marketing, press releases etc. for the event.~~

~~Section 11. Ad Hoc Workgroups. This workgroup shall consist of at least three (3) members. This workgroup is responsible to, the Board of Directors of the Foundation to be formed from time to time when they are needed and dissolved when their work is done. An example is a Capital Campaign Workgroup. The workgroup shall perform their functions subject to and in conformity with established policies of the Foundation and with approval of the board of director.~~



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### *4E. Move that the Board discuss and approve a Sustainable Revenue Working Group*

*The Foundation for Lincoln Public Schools has run at an operational deficit in 2023-24, and we are proposing a \$105K operational deficit for the 2024-2025 budget. While existing reserves will allow the Foundation to continue to operate for the near term, it is unlikely that the Foundation will continue to remain financially healthy enough to achieve its mission and goals unless it can identify actionable and sustainable revenue strategies.*

*Many different strategies exist and are being used successfully, but each school foundation and community works within its own context and capacity. Existing and potential strategies need to be discovered and investigated to identify those that may be the best match for the Foundation for Lincoln Public Schools, Lincoln Public Schools, and the Lincoln Community.*

*To respond to the issue of the Foundation's lack of operational financial sustainability, the Board should approve the formation of a Sustainable Revenue Working Group to research, investigate, discuss, and identify potential sustainable revenue strategies that fit the capacity of the Foundation, Lincoln Public Schools, and the Lincoln community.*

*The Sustainable Revenue Working Group should be tasked with bringing forward its report or its request for additional time to the Board by June 1, 2025.*

*The Sustainable Revenue Working Group should include the standing committee chairs from the Finance & Budgeting and Development Committees and at least one additional Board member. The chair of the Finance & Budgeting Committee or designee should serve as the Chair of the working group. Additional Board members and Advisors may be added to the Committee by the Chair of the working group based on expertise and interest.*