



FOUNDATION | BYLAWS

LINCOLN PUBLIC SCHOOLS | FEBRUARY 5, 2025

**AMENDED AND RESTATED BYLAWS OF
FOUNDATION FOR LINCOLN PUBLIC SCHOOLS**
(revised ~~October 22, 2019~~ _____ By, 2025)

**ARTICLE I.
OFFICE**

The principal office of the Foundation for Lincoln Public Schools ("Foundation") in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Foundation may have such other offices as may be designated by the Board of Directors ("Board").

**ARTICLE II.
PURPOSES**

The Foundation is organized as a nonprofit corporation exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1. Purpose. The Foundation shall carry out its purposes ~~s in the following manner in addition to the manner as~~ set forth in the Foundation's Articles of incorporation ("Articles"):

(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"). This paragraph will not be in the bylaws.

- ~~(a) By securing resources to support quality education through innovative programs, creative opportunities, and imaginative approaches that will:

 - ~~(i) Enrich the curriculum;~~
 - ~~(ii) Inspire students and staff; and~~
 - ~~(iii) Expand the community's involvement in public education.~~~~
- ~~(b) By striving to meet the following goals:

 - ~~(i) To identify, and assure funding for, educational opportunities beyond the scope of existing programs and LPS funding sources;~~
 - ~~(ii) To recognize excellence and outstanding contributions to the educational programs of the LPS; and~~
 - ~~(iii) To increase involvement from a wide range of community sectors in the educational program of the LPS.~~~~

~~(c) By supporting public schools so every student in Lincoln has the opportunity for an excellent public education. Together with LPS, the Foundation will help provide a margin of excellence for the children and youth of the community.~~

ARTICLE III. MEMBERS

The Foundation shall have no members. The management, affairs, and general administration of the Foundation shall be governed exclusively by its Board, as hereinafter provided.

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.

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.**

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 a [Lincoln Board of Education Liaison](#).

Section 4. **Selection of Board Members.** The initial Board shall be selected by the LPS Board of Education. Thereafter, Directors shall be selected by the nominating process outlined in Article VI, Section [74](#), and elected by a majority vote of Directors whose terms have not expired.

Section 5. **Removal.** Any Director may be removed by a majority vote of the Board whenever, in the Board's judgment, the best interests of the Foundation would be served thereby.

Section 6. **Resignation.** Any Director may resign at any time by delivering a written notice of such resignation to the Secretary of the Board ("Secretary") or, in the Secretary's absence, to the Chair of the Board ("Chair"). The resignation is final when accepted by the Board.

Section 7. **Vacancies.** A vacancy in the Board because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term by a person in the same category as the former Director pursuant to Article IV, Section 2.

Section 8. **Meetings of the Board**

8.1 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.

8.2 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.

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~~ 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.

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 electronically transmitted notices and that have 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.~~

Section 11. **Attendance Constitutes Waiver of Notice.** 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. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 12. **Quorum.** 40% of the number of Voting Directors fixed by Article IV, Section 2 shall constitute a quorum for the transaction of business at any meeting of the full Board. However, if less than such majority is present at a meeting, a majority of the Voting Directors present may adjourn the meeting from time to time without further notice.

Section 13. **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. Proxies may be allowed with approval of the Secretary and the Chair.

Section 14. **Presumption of Assent.** A Director of the Foundation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. **Staff: President: Independent Contractors.** The Board shall have the power to hire or contract for staff, including but not limited to the President; to determine job descriptions and responsibilities; and to set compensation. The Board shall have the power to fire the President which power is not delegable to any Committee. The Board shall also have the power to contract for such legal, accounting, and other services as it deems necessary and appropriate.

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.](#)

Section 17. **Rules of Order.** Robert's Rules of Order, latest available edition, shall be recognized as the authority governing the meetings of the Board in all instances wherein its provisions do not conflict with these Bylaws, Articles, or any statutes of the State of Nebraska.

Section 18. Indemnification. The Foundation shall indemnify and hold harmless each Director and each Officer of the Foundation against and from all loss, cost, and reasonable expenses hereafter incurred by the Director or Officer in the payment, settlement of defense of any claim, suit, or proceeding brought against such person because of any action alleged to have been taken or omitted by the Director or Officer. Such indemnification shall not apply with respect to any matter as to which the Director or Officer shall be determined by decree of a court of competent jurisdiction to be liable for willful misconduct.

ARTICLE V. OFFICERS

Section 1. Number. The Officers of the Foundation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be a Voting Director of the Foundation. Other Officers may be elected as deemed appropriate by the Board

Section 2. Election and Term of Office. The Officers of the Foundation shall be approved annually by the Board at a regular meeting as noticed in the agenda. Each Officer shall hold office for at least one year.

Section 3. Removal. Any Officer elected or appointed by the Board may be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Foundation would be served thereby.

Section 4. Resignation. Any Officer of the Foundation may resign at any time by delivering a written notice of such resignation to the Secretary or, in the Secretary's absence, to the Chair. The resignation is final when accepted by the Board.

Section 5. Vacancies. A vacancy in an office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. Nomination of Officers. Officers of the Board shall be selected according to the process outlined in Article VI, Section 7.

Section 7. Chair. The Chair shall be the chief executive officer of the Foundation and, subject to the control of the Board, shall in general supervise and control all of the business affairs and property of the Foundation. The Chair shall, when present, preside over all meetings of the Board. In addition thereto, the Chair shall have such other duties and responsibilities and may exercise such other powers as are usually incident to that office or as from time to time may be assigned to the Chair by these Bylaws or by the Board.

Section 8. Vice Chair. In the absence of the Chair, in the event of the Chair's death, inability or refusal to act, or at the request of the Chair, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all of the restrictions placed upon the Chair. The Vice Chair shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned to the Vice Chair by these Bylaws, the Board, or the Chair. The Vice Chair will also serve as the chair of the Fund Development Committee.

Section 9. **Secretary.** The Secretary shall be responsible for the following:

- (a) Keeping the minutes of the Board's meetings in electronic format in the Foundation's computer systems provided for that purpose;
- (b) Seeing that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required by law;
- (c) Performing all the duties of the Chair when in the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, and in the further event that there is no Vice Chair capable or willing to act, and when so acting, the Secretary shall have all of the powers of and be subject to all of the restrictions placed upon the Chair; and
- (d) Generally perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by these Bylaws, the Board, or the Chair.
- (e) Serve as the chair of the Nominating Committee

Section 10. **Treasurer.** The Treasurer shall be responsible for the following:

- (a) Having custody of and being responsible for all funds of the Foundation;
- (b) Keeping full and accurate accounts of all receipts and disbursements of the Foundation, an inventory of the assets, and a record of the liabilities of the Foundation;
- (c) Depositing all money and other securities in the name of the Foundation in such banks, trust companies, or other depositories as may be designated by the Board;
- (d) Disbursing the funds of the Foundation as ordered by the Board and taking proper vouchers for disbursements;
- (e) Preparing all statements and reports required by law or as requested by the Chair or the Board;
- (f) Serving as the chair of the Budget and Finance Committee; and
- (g) Generally perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by these Bylaws, the Board, or the Chair.

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 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.

1.3 Working Group: 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.

The Board shall create the ~~six (6) Standing~~ Committees described in Sections 3 ~~and 4 through 11~~ of this Article 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 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.

At the discretion of Committee chairs, committee meetings may be organized to allow committee 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 committee member in person at the meeting, or through a hybrid of both methods of participation. When committee meetings are organized in any of the three configurations, the committee will conduct business as required including methods for participating committee members to receive or view shared materials and methods for making, discussing, and voting on motions.

Section 2. Limitations of Committees. No Committee, except the Executive Committee, shall have the authority of the Board to do any of the following

- 2.1 Amend, alter or repeal any of the Bylaws adopted hereby;
- 2.2 Elect, appoint, or remove any member of any Committee or any Director or any Officer of the Foundation;
- 2.3 Amend the Articles;
- 2.4 Adopt any plan of merger or consolidation with any other entity;

- 2.5 Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Foundation;
- 2.6 Authorize the voluntary dissolution of the Foundation or revoke such proceedings thereof;
- 2.7 Adopt a plan of distribution of the assets of the Foundation; or
- 2.8 Amend, alter or repeal any resolution of the Board unless said resolution specifically allows the Committee to do so

No committee of the Board shall have the power to act for the Board or to imply an action on the part of the Board without specific majority approval vote of the Board or the Executive Committee with record of such action in the minutes.

The designation or appointment of any Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon such Director by law, these Bylaws, or the Articles.

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.

Any votes taken by the Executive Committee meetings as action for 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 Executive Committee. Action based on a written ballots may be taken provided the number of votes cast meets the quorum requirement and the number of approvals meets the majority vote requirement based on the membership of the Executive Committee identified in this section. A written ballot may be transmitted, and a vote may be cast on that ballot electronically.

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 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 at least three (3) members and receive input from LPS employees who have current connection to schools ~~at least one LPS employee who has had experience in schools~~. The Committee shall review or 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 based on established criteria. It shall review and recommend ~~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 at least five (5) members and shall include the Treasurer. The Committee will be comprised of people with interest and experience in budgeting and investing.

They shall provide recommendations to the Board for the investing of corporate funds, prepare and submit for a balanced budget and invest the funds of the Board. The Committee shall handle any issues which the Board may delegate.

3.4 Section 7. Fund Development Committee. This Committee shall be comprised of at least (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. The Committee shall handle any issues which the Board may delegate.

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/Program Committee.~~ This Committee shall consist of at least (3) members. Membership may include Board Members, LPS teachers, community members and/or parents of 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 and other 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 programs. The Committee shall handle any issues which the Board may delegate.

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 under its direction. It shall 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.
- (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 handle any issues which the ~~Board~~ Budget and Finance Committee may delegate.

4.2 Nominating Ad Hoc Committee Workgroup. This Committee shall be a sub-committee of the Executive Committee and under its direction. 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 ad hoc committee 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~~ Executive Committee may delegate.

4.3 Investment Ad Hoc Committee. This Committee shall be a sub-committee of the Budget and Finance Committee and under its direction. This committee shall consist of at least three (3) members. The Committee will be comprised of people with interest and experience in investing corporate funds for the purpose of ensuring return on investments to maintain the value of investments and, when allowable and necessary, utilize for Foundation business. The Committee shall handle any issues which the Budget and Finance Committee may delegate.

4.4 Awards Ad Hoc Committee. This Committee shall be a sub-committee of the Marketing Committee and under its direction. This committee shall consist of at least three (3) members and receive input from LPS employees who have current connection to schools. The Committee shall review or recommend criteria for awards. The Committee shall review or recommend recipients for awards for approval based on established criteria. It shall review and recommend procedures to follow up with award recipients and measure the impact on Marketing goals and outcomes. The Committee shall handle any issues which the Marketing Committee may delegate.

4.5 Human Resources Ad Hoc Committee. This Committee shall be a sub-committee of the Executive Committee and under its direction. This committee shall consist of at least three (3) members of individuals with interest and experience in human resource management. The committee is responsible for providing insights, recommendations, and solutions on matters such as workforce planning, talent acquisition, employee engagement, compensation strategies, and organizational culture. The Committee shall handle any issues which the Executive Committee may delegate.

~~**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.~~

ARTICLE VII **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. Contracts. The Board may authorize any Officer(s) or agents(s) to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or any other person shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit or render it liable monetary for any purpose or for any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution of the Board. Such authority shall be confined to a specific instance. Unless so authorized by the Board, no Officer agent, or other person shall have the power or authority to bind the Foundation to any such indebtedness or render the Foundation liable for the repayment of the same.

Section 3. Drafts. Checks, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such Officer(s) or agent(s) of the Foundation in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Foundation, not otherwise employed, shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as may be designated or selected by the Board.

ARTICLE VIII **FISCAL YEAR**

The fiscal year of the Foundation shall be September 1 through August 31.

ARTICLE IX. **BOOKS AND RECORDS**

The Foundation shall maintain correct and complete books and records of account and

minutes of the proceedings of the Board and the Executive Committee.

ARTICLE X.
WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Foundation under the provisions of these Bylaws or under the provisions of the Articles or under the provisions of the Nebraska ~~Non-Profit~~ [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 XI.
INVESTMENTS

The Foundation shall have the right, subject to any restrictions contained in the Articles and these Bylaws, 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, 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 Foundation if such action is a prohibited transaction or would result in the denial of tax exemption under Sections 503, 504 or 509 of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

In addition thereto, in the event that a gift or devise is received by the Foundation with certain restrictions thereon regarding the investment thereof, once said gift or devise is accepted by the Foundation, any restrictions placed thereon shall bind the Foundation to honor those restrictions.

However, in the event that such restrictions may directly or indirectly affect the tax-exempt status of the Foundation, those gifts shall be rejected by the Foundation.

ARTICLE XII.
VOTING STOCK OWNED BY THE FOUNDATION

Unless otherwise ordered by the Board, the Chair shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of shareholders of any company, corporation, foundation or other entity in which this Foundation 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 Foundation might have possessed and exercised if present. The Board 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 FOUNDATION EARNINGS

No Director, Officer, or any individual shall receive any of the net earnings or pecuniary profit from the operations of the Foundation provided, however, reasonable compensation for services rendered to or for the Foundation or actual out-of-pocket expenses incurred by any such person when acting on behalf of the Foundation or in furtherance of the Foundation's purposes as shall be fixed and paid by the Board.

In addition thereto, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. Upon dissolution and winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied or

Provisions made therefore, the remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Articles.

ARTICLE XIV.
AMENDMENT OF BYLAWS

These Bylaws may be amended by the Board by a two-thirds (2/3) vote of all Voting Directors of the Board [at a regular or special meeting of the board, or, without a meeting, through written ballot available to each voting member of the board.](#)

IN WITNESS WHEREOF, these Amended and Restated Bylaws have been duly amended and adopted by a 2/3. vote of the Voting Directors of the Foundation for Lincoln Public Schools, effective this ~~22nd day of October, 2019~~ _____ day of _____, _____.

FOUNDATION FOR LINCOLN PUBLIC SCHOOLS: ATTEST:

By: _____
Chair

By: _____
Secretary