

HASTINGS PUBLIC SCHOOLS FOUNDATION

BY-LAWS

ARTICLE I

GENERAL

Section 1 - NAME

This organization is incorporated under the laws of the State of Nebraska and shall be known as the Hastings Public Schools Foundation and hereinafter referred to in these By-Laws as the "Foundation."

Section 2 - REGISTERED OFFICE

The registered office of the Foundation is 1515 West 8th Street, Hastings, Nebraska. The Foundation may establish other offices as may be determined by the Board of Directors.

Section 3 - FISCAL YEAR

The fiscal year of the Foundation shall commence on January 1 and end on December 31 of each year.

Section 4 - MISSION

We are committed to engaging community, broadening opportunity, igniting innovation, and pursuing excellence.

Section 5 - VISION

Relentlessly expanding the possible.

Section 6 - ORGANIZATIONAL QUALIFICATIONS

The Foundation shall at all times operate in a manner which will allow it to preserve its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended and serve as a functionally integrated type III supporting organization for the Hastings Public Schools. It shall at all times operate lawfully, complying with all applicable provisions of federal, state, and local laws, rules, and regulations.

ARTICLE II

DIRECTORS

Section 1 - GENERAL POWERS

The business affairs of the Foundation shall be managed by its Board of Directors, including the establishment of all procedures and policies, which shall have and shall exercise all of the powers of the Foundation subject to the limitations imposed by the Articles and by these By-Laws.

Section 2 - COMPOSITION OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall be composed of a maximum of sixteen members.
- B. Members of the Board shall be elected annually at the regular December meeting to serve three year terms or until their successors are elected and qualified. The fifteen elected members of the Board will have full voting rights.
- C. The Board shall include, as a member of the Board, with full voting rights, a member designated annually by the Board of Education of the Hastings Public School District, Hastings, Nebraska.
- D. The expulsion or removal of a member of the Board may be affected by the matter being placed on the Board meeting agenda, upon the recommendation of the Board Member Evaluation Committee, which shall consist of the current officers. Expulsion may be considered if any Board member attends less than two-thirds of the Board meetings in any calendar year. The question shall require the affirmative vote of a minimum of 75% of the voting members of the Board of Directors, twelve (12) of the eligible sixteen (16) voting members.

Section 3 - ANNUAL REORGANIZATION OF THE BOARD

The Board shall meet, qualify and elect a President, a Vice President, a Secretary and a Treasurer at the December Board meeting to be effective and commencing on January 1 of the year following election, to serve a term of one year.

Section 4 - NOMINATING COMMITTEE & ELECTION OF BOARD MEMBERS

On or before October 1 of each year, the Board of Directors President will activate the Nominating Committee to meet to determine a slate of candidates (normally five candidates) to replace the Board of Director seats to be vacated at the end of each year. The Board of Directors will vote on each candidate or on the slate of all candidates, as determined by the Board, at the December meeting of the Board. Candidates receiving a majority of votes will be elected and shall take office effective January 1st. The Nominating Committee shall consist of the Executive Director, the President, the Vice President, the Secretary, the Treasurer, and an at-large member of the Board. The Nominating Committee must have four members in support of an individual to name that individual a candidate for a vacant position on the Board.

Section 5 - TERM OF OFFICE

Newly elected Directors shall assume their positions January 1 of the year following the year of election. No member of the Board shall be elected to the Board for more than two (2) consecutive terms.

Section 6 - VACANCIES

A new board member may be appointed by majority vote of the Board at any time a vacancy occurs, and duly elected at the next December meeting; if such election is for the remainder of an

unexpired term, this unexpired term shall not be considered as being elected to the Board for the purposes of the two (2) consecutive term rule.

Section 7 - QUORUM

A majority of the members eligible to vote shall constitute a quorum for the transaction of business at any official meeting of the Board of Directors. If there is no quorum present:

- A. The motions and seconds shall be taken on each issue, and votes of those present shall be recorded.
- B. The President or, at the direction of the President, the Secretary shall contact the non-present voting members by electronic means, soliciting their votes on the individual issues.
- C. Votes must be returned electronically within 7 days.
- D. The President will tabulate all votes and notify the Board of Directors of the results.

Section 8 - MANNER OF ACTING

Unless otherwise stated in the Articles of Incorporation or these By-Laws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 9 - MEETINGS

Meetings of the Board of Directors may be called by, or at the request of the President or any three Directors.

Section 10 - NOTICE

Written or printed notice of members meetings, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and the agenda for each meeting shall be delivered not less than three days before the date of the meeting, either personally or by mail or e-mail, by or at the direction of the President, the Vice President, Secretary, Treasurer, or the Directors calling the meeting, to each member of record. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at the address appearing on the books and records of the Foundation, postage prepaid. If e-mailed, such notice shall be deemed delivered when sent to the e-mail address of the member on the records maintained by the Foundation.

Section 11 - TEMPORARY CHAIRPERSON

The President, or in the President's absence, the Vice President, or in the absence of both of them, the Treasurer, shall preside at all meetings of the Board of Directors.

Section 12 - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall generally guide the operation of the Board of Director meetings of the Foundation in all cases for which they are not inconsistent with the By-Laws, Articles of Incorporation, and any special rules of order adopted by this Foundation.

Section 13 - DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have general responsibility for the management and operation of the Foundation and the establishment of all procedures and policy for its organization and operation. All positions on public issues and all other issues requiring Board approval by statute shall be within the responsibility of the Board of Directors. The Board of Directors shall maintain a policy manual including all statements of positions on issues and all Foundation policies to be reviewed annually and revised as necessary.

Section 14 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall act for the Board of Directors between regular meetings of the Board or may in the absence of a quorum thereof. The Executive Committee shall report to the Board of Directors at their next regularly scheduled meeting any actions taken by the Executive Committee on behalf of the Board of Directors. Annually, the Executive Committee shall make an appraisal of the Executive Director's performance in keeping with the job description and official duties and report a (or any) recommendations to the Board.

Section 15 - COMMITTEES OF THE BOARD OF DIRECTORS

The President, with the consent of the Board of Directors, shall have full power to create/appoint such committees as are deemed necessary or desirable to advise or assist in the transaction of the business of the Foundation. The members of such committees need not be Directors of the Foundation. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the President, with the consent of the Board of Directors, at the time the committee is organized or from time to time thereafter.

ARTICLE III

OFFICERS

Section 1 - NUMBER AND QUALIFICATIONS

The officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The officers shall be members of the Board of Directors, as provided in the Articles of Incorporation.

Section 2 - PRESIDENT

The President shall be the Chief Executive Officer of the Foundation and, subject to the direction and under the supervision of the Board of Directors, shall have general oversight of the business affairs and property of the Foundation 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 By-Laws or the Board of Directors.

Section 3 - VICE PRESIDENT

At the request of the President, or in the President's absence or disability, the Vice President 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 have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned to the Vice President by these By-Laws, the Board of Directors, or the President.

Section 4 - SECRETARY

It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' meetings; give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these By-Laws; and assist in keeping the correspondence of the Foundation in order. 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 By-Laws, the Board of Directors, or the President. The Secretary may delegate all or part of the authority and duties of the Secretary to the Executive Director.

Section 5 - TREASURER

The Treasurer shall have oversight of the Foundation's funds. The Treasurer shall require full and accurate accounts of all receipts and disbursements of the Foundation, an inventory of assets, and a record of the liabilities of the Foundation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Foundation as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. No disbursements, except those from petty cash, will be made other than by check. Any two of the following five persons may act as co-signers on checks: President, Vice President, Secretary, Treasurer and Executive Director, when required. 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 By-Laws, the Board of Directors, or the President. The Treasurer may delegate all or part of the authority and duties of the Treasurer to the Executive Director and/or the Administrative Development Director.

Section 6 - EXECUTIVE DIRECTOR

The Executive Director shall conduct/implement all Foundation activities including database creation and managing, donor/board/community relations, creation and administration of solicitation programs, and necessary accounting and record keeping, all as authorized within the By-Laws.

ARTICLE IV

WAIVER OF NOTICE

Section 1 - WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Foundation under the provision of these By-Laws 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 V

AGENTS AND REPRESENTATIVES

Section 1 - AGENTS AND REPRESENTATIVES

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

ARTICLE VI

CONTRACTS

Section 1 - CONTRACTS

The Board of Directors, except as in these By-Laws 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 Foundation, 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 or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

ARTICLE VII

VOTING STOCK OWNED BY THE CORPORATION

Section 1 - VOTING STOCK OWNED BY THE CORPORATION

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of the stockholders of any corporation 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 of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1 - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of or member of a committee of or person connected with the Foundation, 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 Foundation 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 Foundation. Upon dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Foundation, 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 as provided in the Articles of Incorporation.

ARTICLE IX

INVESTMENTS

Section 1 - INVESTMENTS

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

ARTICLE X

ANNUAL AUDIT

Section 1 - ANNUAL AUDIT.

The accounts of the Foundation shall be audited by a certified public accountant, selected by the Board of Directors, annually or as soon as practical after the close of the fiscal year. The audit shall at all times be available to members of the Board within the registered office of the Foundation. "Audit" shall be defined as either a full audit, the objective of which would be the expression of an opinion on the specified elements, accounts or items by the Certified Public Accounting firm performing the audit or an "agreed-upon procedures" report, which would be performed in accordance with standards established by the American Institute of Certified Public Accountants.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1 - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.

To the extent permitted by law, a Foundation shall indemnify any person who was or is a party or is threatened to being made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Foundation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure judgment in its favor by reason of fact that he or she was a director, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation, as a director, officer, employee, or agent of another Foundation, partnership, joint venture or other enterprise or as a trustee, officer, employee or an agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation.

To the extent permitted by law, the Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided by this Article XI shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XI be deemed to prohibit the Foundation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the By-Laws.

ARTICLE XII

AMENDMENT OF BY-LAWS

Section 1 - AMENDMENT OF BY-LAWS

Upon ten days' written notice, the By-Laws may be amended by resolution of the Board of Directors, adopted by vote of a majority of the Directors present at any regular or special meeting, or by unanimous written consent of the Board of Directors.

Adopted by the unanimous consent of the Directors as of April 18, 2003.

As amended by unanimous consent of the Directors as of May 6, 2003.

As amended by unanimous consent of the Directors as of August 28, 2008.

As amended by unanimous consent of the Directors as of April 27, 2011.

As amended by unanimous consent of the Directors as of November 7, 2012.

As amended by unanimous consent of the Directors as of November 12, 2014.

As amended by unanimous consent of the Directors as of September 16, 2015.

As amended by unanimous consent of the Directors as of March 13, 2019

As amended by unanimous consent of the Directors as of February 9, 2022

As amended by unanimous consent of the Directors as of April 12, 2023

Mike Howie, Secretary