

LINCOLN COMMUNITY FOUNDATION, INC.
BY-LAWS
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**BY-LAWS
OF
LINCOLN COMMUNITY FOUNDATION, INC.**

ARTICLE I - OFFICES

The office of the corporation shall be located in the City of Lincoln, County of Lancaster, State of Nebraska.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section 1. *Number, Tenure and Qualifications.* The number of directors shall be sixteen (16) to thirty (30) persons as prescribed by the Board of Directors. Each Director shall hold office until his/her successor shall have been duly elected and qualified.

Except as hereafter provided, members of the Board of Directors may serve no more than two consecutive three-year terms of office. Except when a vacancy is being filled, terms will begin during the next annual meeting following the meeting at which the Directors are elected. The President shall not be considered to be a member of the Board of Directors but shall serve ex officio without vote.

The Board of Directors shall be divided into three classes as nearly equal in number as may be, with the term of office of one class expiring each year. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be apportioned among the classes so as to make all classes as nearly equal in number as possible. Subject to the foregoing, at the last regular meeting preceding the annual meeting of the Board of Directors each year, or as soon thereafter as convenient, the successors to the class of directors whose terms shall next expire shall be elected to hold office for a three-year term. Provided further that a member whose initial term is not a complete term will be eligible to serve as a director for two succeeding three-year terms thereafter.

The limit on the number of terms a particular director may serve may be waived by a two-thirds vote of the Board of Directors.

In addition to the foregoing, the chair of the board of advisors of NextGen Lincoln, a Giving Circle at the Lincoln Community Foundation, shall serve as a non-voting, ex-officio member of the Board of Directors. Such person shall not be counted for quorum purposes.

Section 2. *Regular Meetings.* A regular annual meeting of the Board of Directors shall be held each year at the time and place designated by the Board of Directors in the first quarter of each year. The Board of Directors may provide by resolution a time and place for the holding of the annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution.

Section 3. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or Chair of the Board or Vice Chair of the Board or any three Directors upon two days' notice to each Director. The person or persons so authorized to call special meetings of the Board of Directors may fix any place within Lancaster County, Nebraska, for holding any special meeting of the Board of Directors called by them.

Section 4. *Notice.* Notice of any regular or special meeting of the Board of Directors may be communicated in person or by telephone, email, fax, or by other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following or as otherwise provided by law: (a) when received; (b) five (5) days after its deposit in the United States Mail, as evidenced by the post-mark, if mailed correctly addressed and with first-class postage affixed. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice at any meeting except where a Director attends any 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 at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 5. *Quorum.* One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than one-third of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-laws. Directors are not permitted to have substitutes attend meetings on their behalf.

Section 7. *Confidentiality.* While the final decisions of the Board of Directors and its committees are generally treated as public information, the data and deliberations used in arriving at those decisions are often personal and privileged and are provided to the Lincoln Community Foundation, Inc. with that understanding by donors and prospective donors, both individuals and organizations. It is therefore considered confidential and not for use or distribution beyond its intended use by the Lincoln Community Foundation, Inc.

Section 8. *Conflict of Interest.* In considering Lincoln Community Foundation, Inc. matters, Board, committee and staff members will announce and disclose significant involvement with

business organizations, possible grantees or charitable organizations under discussion. "Significant involvement" is defined as: (a) serving as an elected or appointed member of a governing board or major committee, (b) receiving compensation as an employee or consultant, or (c) being related* to an individual grantee or to a staff member of a grantee institution. Those making such disclosure may provide factual information to aid in discussions but will abstain from advocating or voting on related decisions. At the discretion of the board chair or the committee chair, the member may be excused from the room during the discussion and/or vote.

The interests of the Lincoln Community Foundation, Inc. are considered paramount in the review and selection of all policy and procedural options, including grants, investment decisions, insurance and personnel benefits, consultation services and other professional and corporate/business relationships and services.

*For the purpose of this policy, relatives are defined as the committee member's spouse, children, parents, siblings, grandparents and grandchildren.

Section 9. *Removal.* A director may be removed without cause upon the affirmative vote of at least two-thirds of the Directors.

Section 10. *Vacancies.* Any vacancy occurring in the Board of Directors or among the officers by reason of removal, death, resignation or inability to act and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director or officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. In case of a vacancy in the Board, the remaining Directors shall continue to act but if at any time the number of Directors then in office shall be reduced to less than a majority of the number necessary to constitute a full Board, the remaining Directors, though less than a quorum, shall call a special meeting for the purpose of filling the vacancies in the Board.

Section 11. *Compensation.* No member of the Board of Directors shall receive any compensation from the corporation for his/her services as a Director but may, if necessary, be reimbursed for expenses incurred.

Section 12. *Informal Action by Directors.* Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 13. *Participation by Telephone or Other Means.* Members of the Board of Directors may participate in a regular or special meeting of the Board through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III - OFFICERS

Section 1. *Officers.* The officers of the corporation, other than the President and any Vice Presidents, shall be members of the Board of Directors and shall be a Chair of the Board of Directors, Vice Chair of the Board, a President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except that neither the Secretary, Treasurer, nor the Vice Chair of the Board may serve concurrently as the Chair of the Board of Directors. Any officer may sign or co-sign any deeds, checks, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed.

Section 2. *Election and Term of Office.* The officers of the corporation, other than the President and any Vice Presidents appointed by the President, shall be elected annually by the Board of Directors at the last regular meeting preceding the annual meeting of the Board of Directors, or as soon thereafter as convenient. New offices may be created and filled at any regular or special meeting of the Board of Directors. Each officer's term shall commence during the next annual meeting following the said meeting at which the officers are elected and shall continue until his/her successor shall have been duly elected and shall have qualified. If re-elected by the Board of Directors any officer may hold the same or another office for any number of successive terms.

Section 3. *Removal.* Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. *Vacancies.* A vacancy in any office because of the death, resignation, removal or incapacity of any officer may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *Delegation of Duties.* In the absence of any officer of the corporation, the Board of Directors may delegate, for the time being, the duties of such officer to another officer or to any Director.

Section 6. *Chair of the Board of Directors.* The Chair of the Board of Directors shall perform such duties as may from time to time be prescribed by the Board of Directors. He/she shall preside at all meetings of the Board of Directors and the Executive Committee.

Section 7. *President.* The President shall be employed by the Board of Directors, shall be the chief executive of the corporation, and shall not be a member of the Board of Directors. He/she shall have the general supervision, direction and active management of the business of the corporation. He/she shall see that the orders and resolutions of the Board of Directors are carried into effect. He/she shall perform such other duties as may from time to time be prescribed by the Board of Directors. He/she shall have the authority to appoint one or more Vice Presidents and to sign or co-sign any deeds, checks, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed.

Section 8. *Vice Chair of the Board, Treasurer and Secretary.* In the absence of the Chair of the Board of Directors or in the event of his/her inability to act, the Vice Chair of the Board or in his/her absence, the Secretary or Treasurer shall perform the duties of the Chair of the Board of Directors and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Board of Directors. He/she shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 9. *Secretary.* The Secretary shall keep or cause to be kept a record of all votes and minutes of the proceedings of all Board of Directors' and Executive Committee meetings and shall give or cause to be given notice, as required by these By-Laws, of all meetings of the Board of Directors and Executive Committee. The Secretary shall have custody or shall delegate the custody of all books, records, and papers of the Corporation, except for financial records in the charge of the Treasurer. He/she shall perform such duties as may from time to time be prescribed by the Board of Directors.

Section 10. *Treasurer.* The Treasurer shall serve as Chair of the Finance Committee. He/she shall keep or cause to be kept accounts of all monies of the corporation received or disbursed and shall deposit all monies and valuables in the name and to the credit of the corporation in such banks or depositories as the Board of Directors shall designate. He/she shall perform such duties as may from time to time be prescribed by the Board of Directors.

Section 11. *Disbursements.* All checks and orders for the payment of money shall be signed in the name of the corporation and, when amounts in excess of the amount as established by the Board of Directors, shall be co-signed by the President and one officer or by two officers.

ARTICLE IV - COMMITTEES

Section 1. *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2. *Standing Committees.* The standing committees of the corporation shall be the Executive Committee, the Development Committee, the Grantmaking Committee, the Finance Committee, the Audit Committee, the Mission Investments Committee, and the Nominating Committee. Members of the standing committees shall include at least three (3) voting members of the Board of Directors, one of whom shall be the Chair, and may include non-board members. One-third of the members of the committee shall constitute a quorum for the transaction of business at any meeting of any standing committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Except as otherwise provided in Section 5 of this Article, all committee members shall be appointed for one-year terms by the committee chair with the advice and consent of the Board of Directors. With prior Executive Committee approval, all chairpersons may from time to time appoint ad hoc members with special expertise or establish subcommittees for special purposes. Committee members are not permitted to have substitutes attend meetings on their behalf.

The Chair of the Board of Directors or the Vice Chair of the Board may serve ex- officio on all standing committees.

Section 3. *Executive Committee.* The Executive Committee shall be chaired by the Chair of the Board and composed of all standing committee chairpersons, the Vice Chair of the Board as well as the Secretary and the Treasurer.

The Executive Committee shall be responsible for coordination of activities between standing committees and shall have and exercise all the powers of the Board of Directors subject to such limitations as the Board of Directors may impose or as may be imposed by law or these By-Laws, and to develop for Board of Directors' approval those policies deemed necessary and appropriate regarding the Lincoln Community Foundation, Inc.'s personnel policies and practices. The Executive Committee shall keep minutes of its proceedings and report same to the Board of Directors.

Section 4. *Finance Committee.* The Treasurer of the Board of Directors shall serve as chair of the Finance Committee. The duties of the committee shall be to act for and advise the Board of Directors in regularly examining all funds, investments and properties of the organization, and to advise the President and financial staff officer on all accounting and fiscal practices and procedures to be followed. After consultation with the Executive Committee, relating to personnel budget matters, the committee shall annually submit an operational budget plan to the Board of Directors for approval.

The committee shall be responsible for recommending policies and procedures relative to investments, asset allocations, payout and fee schedules.

This committee shall also regularly present financial statements to the Board of Directors and shall be responsible for any other duties related to the financial affairs of the Lincoln Community Foundation, Inc. that may be assigned to it by the Board of Directors.

Section 5. *Audit Committee.* The Audit Committee shall be chaired by a member of the Board of Directors. Public members of the audit committee may serve no more than two (2) consecutive four (4) year terms. The duties of the Audit Committee shall be to assist the Lincoln Community Foundation, Inc. and any related entities with audit responsibilities, pertinent policy oversight, and the review of financial information that will be provided to, or is provided by, third parties.

Section 6. *Nominating Committee.* The Nominating Committee shall be chaired by a member of the Board of Directors. The Nominating Committee shall; a) prepare a diverse slate of nominees who are broadly representative of the community for election as Directors; b) in cooperation with the incoming Chair of the Board, prepare a slate of nominees for election as officers and Chairpersons of standing committees; c) furnish the above information to the Chair at least seven (7) days prior to the date fixed for the election of candidates nominated; and d) oversee the orientation for new directors. Other nominations, in addition to the slate of nominees submitted by the committee, may be made by members from the floor at meetings designated for the election of candidates. Nominations by the Nominating Committee shall not be a prerequisite to any action by the Board of Directors.

Section 7. *Development Committee.* The Development Committee shall be chaired by a member of the Board of Directors and shall develop for Board of Directors' approval those policies deemed necessary and appropriate regarding the Lincoln Community Foundation, Inc.'s asset development policies and practices. The committee shall be responsible for review of donor relations, advisor relations, fundraising and development activities on behalf of the Lincoln Community Foundation, Inc. The committee, in cooperation with the Finance Committee, shall develop and periodically review the ethics and guidelines to be used in relation to donors and the acceptance of gifts of all sorts.

Section 8. *Grantmaking Committee.* The Grantmaking Committee shall be chaired by a member of the Board of Directors and shall develop for Board of Directors' approval those policies deemed necessary and appropriate to govern the Foundation's grantmaking processes. The committee will be responsible for reviewing and submitting for Board approval an annual grant distribution budget for unrestricted and field of interest funds.

The committee shall also oversee the process of the granting of all funds whether designated, donor advised or discretionary and shall provide oversight regarding the distribution of scholarship funds by the committees designated for that purpose.

Section 9. *Mission Investment Committee.* The Mission Investment Committee shall be co-chaired by the chairs of the Finance and Grantmaking Committees. The Mission Investment Committee shall develop for Board of Directors' approval those policies deemed necessary and appropriate regarding the Lincoln Community Foundation, Inc.'s mission-related investments, and shall act for and advise the Board of Directors regarding mission-related investments. The Committee shall also regularly present information about mission-related investments to the Finance Committee, Grantmaking Committee and the Board of Directors.

Section 10. *Other Committees.* From time to time the Board of Directors may appoint committees, members of which need not be members of the Board of Directors, with such powers as may be stated in the resolution naming such committees.

Section 11. *Procedural Rules.* The provisions of these By-Laws governing notice and waiver of notice, informal action by directors and participation by telephone or other means shall also apply to committees and their members.

Section 12. *Board of Trustees.* The Board may designate an advisory group to the Board to serve as public ambassadors for, and to provide suggestions to, the Lincoln Community Foundation, Inc. The Board may appoint an unlimited number of persons to serve on such group, may call them Trustees or any other name the Board deems appropriate, may define the role, duties and meeting schedule of the advisory group, may appoint a chair of such advisory group, and may establish whatever selection criteria for such group as from time to time is necessary or desirable to serve the purposes of the Lincoln Community Foundation, Inc. Members of such advisory group shall not have any vote on any matters of governance of the Lincoln Community Foundation, Inc. and shall have no fiduciary obligations in connection with their positions as members of such advisory group.

ARTICLE V - NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, race, gender, sexual preference, religion, disability and national origin.

ARTICLE VI - INDEMNIFICATION

Each Director, officer and employee of the corporation shall be indemnified for any liability that arises in the context of such individual's relation to the corporation, to the extent that such indemnification is permitted pursuant to the Nebraska Nonprofit Corporation Act.

ARTICLE VII - BOOKS AND RECORDS

The corporation shall keep complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Executive Committee and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors.

ARTICLE VIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of incorporation or under the By-laws of

the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX - AMENDMENTS TO BY-LAWS

These By-laws may be suspended, altered, changed, added to or repealed by an affirmative vote of a majority of the entire Board of Directors at any regular or special meeting, if the notice of the meeting states that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the By-Laws and contains or is accompanied by a copy or summary of the amendment or states the general purpose of the amendment.

ARTICLE X – FISCAL YEAR

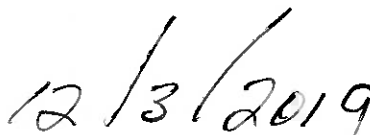
The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

ARTICLE XI – SEAL

The Board of Directors shall not have a corporate seal.



Thomas C. Smith
Board Chair



Date

- Amended November 13, 2019
- Amended November 14, 2018
- Amended May 11, 2016
- Amended November 18, 2015, with deletion of Marketing Committee to be effective at February 2016 board meeting
- Amended November 20, 2013
- Amended August 21, 2013
- Amended November 14, 2012
- Amended May 18, 2011
- Amended February 15, 2007
- Amended February 17, 2005
- Amended November 21, 2003
- Amended February 20, 2003
- Amended February 18, 1999
- Amended February 20, 1997
- Amended October 27, 1994
- Amended October 11, 1989
- Amended October 25, 1974
- Amended October 13, 1971