

BYLAWS

Lucas Local School District Sustaining Fund

ARTICLE 1

PURPOSE

The FUND is established for the benefit of all students enrolled in the Lucas Public Schools, Lucas, Ohio. The FUND is established to strengthen the schools by funding programs which ensure excellence in the classroom. The specific purposes of the FUND are described in detail in **Appendix A**.

ARTICLE II

GOVERNORS

Section 1. **POWERS AND DUTIES:** All corporate powers of the FUND shall be exercised by or under the authority of the Board of Governors.

Section 2. **NUMBER OF GOVERNORS AND QUALIFICATION:** The number of Governors constituting the whole Board shall be nine (9) plus at least one (1) ex-officio non-voting member: the Superintendent of Lucas Local Schools.

Section 3. **REMOVAL:** The Board of Governors, by a two-thirds vote, may at any time, at a meeting expressly called for that purpose, and after due notice to all Governors, remove any Governor for misconduct, malfeasance in office, or for other good cause.

Section 4. **VACANCIES:** Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Governors shall be filled by a majority vote of the Governors then in office. A Governor elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5. **COMPENSATION:** No Governor shall receive, directly or indirectly, any compensation for his or her services as Governor. The Board may authorize reimbursement for reasonable expenses incurred by Board members, in connection with attendance at meetings.

Section 6: **TERM OF OFFICE AND ELECTION:** Each elected Governor shall serve for a term of three (3) years, and until a successor is elected and qualified. One-third of the Governors shall be elected each year at the Annual Meeting by a majority vote of the

Governors then in office. Nominations for Governor may be submitted by individual Board members. The initial Board of Governors shall hold office as follows: one-third of said Board shall hold office for a term of three (3) years; and one-third of said Board shall hold office for a term of two (2) years; and one-third of said Board shall hold office for a term of one (1) year. The terms of the initial Board of Governors shall be determined by drawing lots. Any Governor succeeding the initial Governors shall then hold office for a term of three (3) years.

ARTICLE III

OFFICERS

Section 1. NUMBER: The officers of the FUND shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Governors may from time to time appoint.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the FUND shall be elected annually by the Board of Governors, immediately following the election of Governors, at the regular Annual Meeting. Vacancies may be filled at any meeting of the Board of Governors. Each officer shall hold office until a successor shall have been duly elected and qualified, and each shall be eligible to succeed himself or herself in office.

Section 3. CHAIRPERSON: Subject to control of the Board of Governors, the Chairperson shall have general supervision of the affairs of the FUND. The Chairperson shall preside at all meetings of the Board of Governors, and shall have such other duties as may be prescribed by the board. The Chairperson shall serve as an ex-officio member of all Committees, with the exception of the Nominating Committee if such a committee should exist.

Section 4. VICE CHAIRPERSON: In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. The Vice Chairperson shall have such other powers and duties as may be assigned by the Board.

Section 5. THE SECRETARY: The Secretary shall keep minutes of the proceedings of all meetings of the Board of Governors. The Secretary shall keep current records of the name, mailing address and telephone numbers of all Governors. The Secretary shall perform all duties and have such other powers as may from time to time be assigned by these Bylaws, by the Board of Governors or by the Chairperson.

Section 6. **TREASURER:** The Treasurer shall keep full and accurate records of all receipts and disbursements in books belonging to the FUND. The Treasurer shall forward all monies and other valuable effects to the RICHLAND COUNTY FOUNDATION to be deposited in the name and to the credit of the Lucas Local School District Sustaining Fund. The Treasurer shall cause the monies of the FUND to be disbursed when such disbursements have been duly authorized by the Board of Governors and received from the Richland County Foundation, and shall render to the Chairperson, the Board of Governors, and the Richland County Foundation, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of the FUND. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and have other powers as may from time to time be assigned by these Bylaws or by the Board of Governors.

Section 7. **REMOVAL:** Any officer may be removed at any time for any cause by a three-fourths vote of all Governors then in office.

Section 8. **VACANCIES:** Any vacancy occurring in any office of the FUND shall be filled by the Board of Governors.

ARTICLE IV

COMMITTEES

Section 1. **COMMITTEES:** Except as otherwise stated in the Bylaws, the Chairperson shall appoint the members and designate the chair of committees. The Board may create committees as needed. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

Section 2. **NUMBER OF GOVERNORS ON COMMITTEES:** Each committee shall be made up of at least three (3) Governors of the FUND. Each committee shall make reports as directed by the Board.

ARTICLE V

MEETINGS

Section 1. **ANNUAL MEETING:** The Annual Meeting of the Board of Governors shall be held in the month of June at such date, time and place as the Board of Governors shall determine.

Section 2. **REGULAR MEETINGS:** In addition to the Annual Meeting, regular meetings shall be held at least quarterly in January, April, and October; they shall be called by the Chairperson or any two Governors.

Section 3. NOTICE OF MEETINGS: Written notice of the Annual Meeting shall be given to the Governors at least five (5) days before the meeting. Dates and times for regular meetings shall be determined, and notice given, to all Governors.

Section 4. QUORUM: A majority of all Governors then in office shall constitute a quorum at all meetings. All action by the Board of Governors, except as otherwise provided in the Bylaws, shall be by a majority vote of the Governors present and voting at any meeting.

Section 5. SPECIAL MEETINGS: A special meeting of the Board of Governors may be called upon written request of the Chairperson, or any two Governors.

Section 6. CONSENT OF DIRECTORS IN LIEU OF MEETING: Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting if all members of the Board consent in writing, and the writing or writings are filed with the minutes of the Board.

ARTICLE VI

COMMUNITY RELATIONSHIPS

Section 1. COMMUNICATION WITH OUTSIDE GROUPS: In an effort to foster positive community relationships and to keep necessary community organizations informed of the Board's actions and intents, the approved minutes of every meeting of the Board of Governors as well as any other written information deemed appropriate by the Board will be mailed to the Lucas Local School Board and the Richland County Foundation.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. EXECUTION OF INSTRUMENTS GENERALLY: All documents, instruments or writings of any nature shall be signed by the Chairperson in his or her capacity as Chairperson, and shall be verified, acknowledged or otherwise attested by the Treasurer.

Section 2. CHECKS, DRAFTS, ETC.: All notes, endorsements, acceptances and all written securities of the FUND shall be signed by the appropriate Richland County Foundation representative(s), in such manner as the Board of Governors may from time to time determine.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. FISCAL YEAR: The fiscal year of the corporation shall begin July 1 and end June 30 of each year.

Section 2. ANNUAL AUDIT: The books of the FUND and of its Treasurer shall be audited annually by an independent public accountant. Copies of each annual audit shall be filed with the FUND'S Board of Governors.

Section 3. LIABILITY INSURANCE: The Board of Governors may provide liability insurance for all Governors and Officers of the FUND. Liability insurance shall be in such amounts as the Governors deem requisite for the position and function of the individuals insured. It is the purpose of this section to insure Governors and officers from pecuniary loss for carrying out their duties and responsibilities as assigned by the Board.

Section 4. RULES: Robert's Rules of Order (the most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Governors of the FUND.

Section 5. REPORT TO GOVERNORS: The Chairperson shall furnish a written report annually to all Governors of the FUND.

ARTICLE IX

GIFTS AND DONATIONS

GIFTS AND DONATIONS: Any gift or donation made to the FUND, from any person, business or corporation, will be used to increase the principal of the FUND. In order to receive the appropriate charitable donation status for income tax purposes, gifts should be clearly marked for the Richland County Foundation and designated for the Lucas Schools Sustaining Fund and given to the Treasurer of the Board of Governors who will forward the gift to the FOUNDATION. The FUND will generate investment income which will be used to fund various educational projects as approved by the Board of Governors. The Board is empowered to reject, in writing, any gifts which it deems inappropriate.

Section 2. DEDICATION OF ASSETS: The properties and assets of the FUND are irrevocably dedicated to the educational purposes of the Lucas Local School District. No part of the fund or its net earnings, on dissolution or otherwise, shall inure to the benefit of any private person or individual or trustee of this corporation. On liquidation or dissolution, all property, assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes, providing that the organization continues to be dedicated to the exempt purposes, specified in the Internal Revenue Code Section 501(c)(3) .

ARTICLE X

AMENDMENTS

Section 1. AMENDMENTS: These Bylaws of the FUND may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Board of Governors, provided that notice of the intention to amend, repeal, or make addition to the Bylaws is contained in the notice of the meeting.

Adopted the _____ day of _____, 2006, by the Lucas Local School District Sustaining Fund Board of Governors:

_____, Chairperson

_____, Vice Chairperson

_____, Secretary

_____, Treasurer

_____, Member

_____, Member

_____, Member

_____, Member

_____, Member

Appendix A

Purpose of Lucas Local School District Sustaining Fund

A Sustaining Fund has been established to benefit the Lucas Local School District. The purposes of the Sustaining Fund are to:

1. Benefit all students enrolled in Lucas Schools
2. Strengthen the Lucas Schools by funding programs which ensure excellence in the classroom.
3. Build a supplementary, non-tax base of financial support for Lucas Schools.
4. Bring new resources for enrichment activities to all Lucas students.
5. Establish a close tie between the community and Lucas Schools.
6. Establish creative partnerships between Fund donor and Lucas Schools.
7. Provide additional support to teachers and students.
8. Provide a vehicle for Lucas alumni to be involved with Lucas schools.
9. Enhance Lucas Schools to attract businesses and people to the Lucas school district.