

BY-LAWS OF THE LANCASTER PUBLIC EDUCATION FOUNDATION.

ARTICLE I  
ORGANIZATION

Section I-1. Name

The name of this organization is the LANCASTER PUBLIC EDUCATION FOUNDATION. Donations are to be made payable to the Lancaster Public Education Foundation, the Lancaster Public Education Foundation Fund, or the LPEF Fund.

Section I-2. Location

The principal office is

The Lancaster Public Education Foundation  
123 South Broad Street  
Suite 211  
Lancaster, Ohio 43130

Section I-3. Purpose

The purposes for which the Lancaster Public Education Foundation is formed are exclusively for charitable or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States internal revenue law)(the "Code"). In furtherance of these provisions, the Lancaster Public Education Foundation shall foster private sector support for initiatives to:

- 1) Improve the learning and academic achievement of all students, of the Lancaster City Schools, Lancaster Ohio,
- 2) Enhance the leadership and educational capabilities of the administrators, teachers, and staff of the Lancaster City Schools, Lancaster Ohio,
- 3) Advance improvements in the classrooms, schools, and facilities of the Lancaster City Schools, Lancaster Ohio.

Section I-4. 501(c)(3) Status

On October 4th 2007 a transfer agreement between the Lancaster Public Education Foundation and the Fairfield County Foundation was executed whereby the Lancaster Public Education Foundation shall operate as a fund of The Fairfield County Foundation and thereby qualify as a 501(c)(3) charity.

ARTICLE II  
BOARD OF DIRECTORS

Section II-1. Board of Directors

The Lancaster Public Education Foundation shall have a Board of Directors, numbering not fewer than seven or more than 21 voting members, each of who shall serve without compensation for his or her services as such. The Board shall have such powers as are set forth in these Bylaws.

Section II-2. Governance

The powers conferred by the Articles of incorporation of the Lancaster Public Education Foundation shall be exercised under the direction of the Board of Directors. The Board of

Directors has the authority to transact all regular business of the Lancaster Public Education Foundation and the responsibility to oversee that all actions conform with these Bylaws and the purposes for which the Lancaster Public Education Foundation was formed. The Board of Directors may act through specific delegation to its Committees. The delegation of authority to committees shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on him or her by law or by these Bylaws. The Board of Directors shall keep regular minutes of its proceedings.

Section II-3. Election of Directors

Directors shall be elected at a Board of Director's meeting in the first or second quarter of each year with terms to commence on July 1st of that year. Directors shall serve for terms of three years. Directors may serve for no more than six consecutive years. Approximately one third of the Directors shall be newly elected or elected to additional terms annually.

Section II-4. Limitation on Employees of the Lancaster City Schools

No current employees of the Lancaster City Schools may serve as a voting Director. This limitation does not prevent employees of the Lancaster City Schools from serving in nonvoting classes of directorship as set forth in Section II-5 below.

Section II-5. Nonvoting Classes of Directorship

The Board may create nonvoting classes of directorship (such as advisory, honorary, or life directors) and may elect or appoint persons to serve in such capacities.

Section II-6. Rotation

Any voting member of the Board who has served as such for six consecutive years shall be ineligible to serve as a voting board member for a period of two years thereafter.

Section II-7. Vacancies

The Board may fill any vacancy among the voting Directors temporarily. A person so appointed shall serve until the Board of Directors' first or second quarter meeting for the election of Directors, at which time he or she may be elected to fill the vacancy. Vacancies in nonvoting directorships may be filled at the discretion of, and for terms as determined by, the Board.

Section II-8. Removal of Directors

The Board of Directors may remove any Director for inconsistent attendance or any other conduct deemed detrimental to the Lancaster Public Education Foundation. Removal of a Director shall require an affirmation vote of seventy percent (70%) or more of the entire Board of Directors. The Executive Committee will review three absences from Board meetings and/or inconsistent attendance at committee meetings within one fiscal year by any Board member on a case-by-case basis and appropriate recommendations will be made to the Board of Directors. A leave of absence will not extend a Board member's term of office.

Section II-9. Resignations

Any Director may resign at any time by giving written notice to an officer of the Board of Directors. A resignation shall take effect at the time specified therein, and unless otherwise specified therein shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section II-10. Attendance

Board members are expected to attend at least 75% of regularly scheduled Board meetings each year.

b) Any class of Director shall be deemed to have resigned if said Director has missed four (4) consecutive meetings of the Board of Directors without being excused by a majority of the Board of Directors present at any such meeting. Due regard shall be given the schedules of the Position and Honorary Directors.

The Executive Committee will conduct a review of Board members' attendance and participation annually.

### ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

#### Section III-1. Annual and Quarterly Meetings

The Board of Directors shall meet at least each calendar quarter of each year at such time and at such place as the Board of Directors may specify.

#### Section III-2. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman, Vice Chairman, or any three (3) Directors.

#### Section III-3. Notice of Meetings

Notice of all meetings of the Board of Directors shall be given by any means reasonably calculated to notify the Directors at least three days before the meeting and shall state the time and the place of the meeting. Notice may be waived in a writing signed or returned by electronic communications by any Director entitled to notice, and may be waived before or after the fact. Notice is deemed waived by any Director attending the meeting who has not expressed any objection to the notice. Notices of special meetings shall advise Board members of the general nature of business to be transacted at such meeting.

#### Section III-4. Quorum.

A majority of the number of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors. In the absence of a quorum at any meeting, a majority of those present may adjourn the meeting from time to time.

#### Section III-5. Votes Required

The act of a majority of the Directors present at a meeting at which a quorum is present shall authorize any action by the Board of Directors, unless a greater number is required by these Bylaws.

#### Section III-6. Order of Business

The officer of the Board of Directors acting as Chairperson of such meeting, unless otherwise determined by a vote of a majority of the members present and entitled to vote at such meeting, shall determine the order of business at any meeting of the Board of Directors.

#### Section III-7. Informal Action by the Board of Directors

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the members of the Board consent thereto. Such consent shall be noted in the minutes of the proceedings of the Board.

## ARTICLE IV OFFICERS

### Section IV-1. Officers

A Chairperson, Vice-Chairperson, Secretary and Treasurer of the Lancaster Public Education Foundation shall be elected by the Board of Directors and shall each be voting members of the Board. Additional officers may be appointed as the Board of Directors shall determine. Officers shall be elected at the first meeting of each fiscal year.

### Section IV-2. Tenure of Office

The officers of the Lancaster Public Education Foundation shall hold office for the period of one year from the date of their election or until their successors are duly appointed by the Board of Directors. Any officer may be removed, with or without cause, by a majority vote of the members of the Board of Directors.

### Section IV-3. Vacancies in Positions of Officers

If an office becomes vacant during the term for which such officer was elected, such vacancy shall be filled at the next meeting of the Board of Directors.

### Section IV-4. Duties of the Chairperson

The Chairperson shall exercise supervision over the other officers and the business of the Lancaster Public Education Foundation. The Chairperson shall preside over all regular and special meetings of the Board of Directors, enforce and observe the regulations and rules of the Lancaster Public Education Foundation, and propose and recommend action which in his or her judgement is beneficial to the interests and welfare of the Lancaster Public Education Foundation and the Lancaster City School District.

### Section IV-5. Duties of the Vice-Chairperson

It shall be the duty of the Vice-Chairperson to act for the Chairperson and in his or her stead during the Chairperson's absence and he or she shall have all the powers of the Chairperson in such event.

### Section IV-6. Duties of the Secretary

It shall be the duty of the Secretary to keep a record of all the proceedings of the Board of Directors and distribute the minutes to the Board of Directors.

### Section IV-7. Duties of the Treasurer

It shall be the duty of the Treasurer to keep a record of all the financial records and matters of the Lancaster Public Education Foundation and distribute the report to the Board of Directors. The Treasurer shall prepare and recommend an annual budget and oversee the annual tax reporting requirements of the Lancaster Public Education Foundation.

ARTICLE V.  
COMMITTEES OF THE BOARD OF DIRECTORS

Section V-1. Committees

The Board of Directors may authorize specific committees from time to time. Each Board member shall serve on at least one(1) committee. The committees shall meet at such times as are necessary, provided that a reasonable notice of all meetings shall be given to committee members. No act of a committee shall be valid unless approved by the vote or written consent of a majority of its members. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require. Members of the committees shall be appointed for one (1) year by the Chairperson of the Board of Directors as soon as possible after the commencement of the fiscal year. Members shall serve on their respective committees through the end of the fiscal year. The Chairperson shall fill any vacancy and this appointee shall serve through the end of the fiscal year. Each committee shall appoint a member to act as secretary for meetings. Each standing committee shall have at least three (3) Board members. The conduct and action of all committees are to be in keeping with the purposes of the Lancaster Public Education Foundation. All recommendations of the committees will be brought to the full Board of Directors for approval at a meeting of the Board. The standing committees of the Board are:

Executive Committee;  
Marketing and Development Committee; and  
Grants Committee;

Section V-2. Executive Committee

V-2a. Composition

The Executive Committee shall be composed of the Chairperson of the Board who shall serve as its Chairperson, the Vice-Chairperson of the Board, and at least one (1), and not more than three (3), other Members of the Board.

V-2b. Duties

This committee shall have authority to transact all regular business of the Lancaster Public Education Foundation through specific delegation by the Board of Directors or through ratification of the Board of Directors. No action so taken by the Executive Committee shall be in conflict with the express policies of the Board of Directors. The appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on him or her by law or by the Code of Regulations. All actions of the Executive Committee shall be subject to ratification by the Board of Directors. The Committee shall keep regular minutes of its proceedings and provide copies to the full Board.

V-2c. Determinations

The Executive Committee will regularly review and provide recommendations to the Board of Directors on issues of strategic direction including but not limited to the following:

Board structure and composition;  
Lancaster Public Education Foundation image;  
Community relations and strategy;  
Board committees and committee structure.  
Review the By-Laws and facilitate necessary changes.  
Oversee compliance with the Lancaster Public Education Foundation Purpose  
Officer nominations and orientation of new members

Section V-3. Marketing and Development Committee

V-3a. Composition

The Marketing and Development Committee shall be composed of a Chairperson, and not less than two (2) other members of the Board all appointed by the Chairperson of the Board. The Chairperson of the Marketing and Development Committee shall be selected by the members of the committee. The Marketing and Development Committee is authorized to establish and oversee sub-committees composed of non-board members.

V-3b. Duties

This committee shall have the authority to transact business through specific delegation by the Board of Directors. No action so taken by the Marketing and Development Committee shall be in conflict with the express policies of the Board of Directors. The appointment of such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on him or her by law or by the Code of Regulations. All actions of the Marketing and Development Committee shall be subject to ratification by the Board of Directors. The Committee shall keep regular minutes of its proceedings and provide copies to the full Board.

V-3c. Determinations

The Committee will regularly review and provide recommendations to the Board of Directors on issues including but not limited to the following:

- Identify fund raising concepts and projects;
- Plan annual fund drives;
- Plan periodic capital campaigns;
- Plan special events;
- Develop and provide marketing materials;
- Develop and provide publicity;
- Establish fund raising goals by donor category;
- Develop fund raising goals for targeted events or projects;
- Develop ongoing fund raising strategies.
- Maintain all communications with Lancaster City School District alumni
- Develop and maintain website

Section V-4. Grants Committee

V-4a. Composition

The Grants Committee shall be composed of a Chairperson, and not less than two (2) other members of the Board. The Chairperson of the Grants Committee shall be selected by the members of the committee.

V-4b. Duties

This committee shall have the authority to transact business through specific delegation by the Board of Directors. No action so taken by the Grants Committee shall be in conflict with the express policies of the Board of Directors. The appointment of such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on him or her by law or by the Code of Regulations. All actions of the Grants Committee shall be subject to ratification by the Board of Directors. The Committee shall keep regular minutes of its proceedings and provide copies to the full Board.

V-4c. Determinations

The Committee will regularly review and provide recommendations to the Board of Directors on issues including but not limited to the following:

- Develop grant guidelines;
- Establish grant making procedures and develop all applications and forms;
- Publish notifications and deadlines;
- Review and rank requests based on current Lancaster Public Education Foundation policy;
- Publish notification of grants approved;
- Deal with denied request appeals;
- Monitor progress of projects funded by the Lancaster Public Education Foundation;
- Report the status of projects to the Board on an ongoing basis.

Article VI  
MISCELLANEOUS

Section VI-1. Fiscal Year

The fiscal year of the Lancaster Public Education Foundation shall end on the 30th day of June of each year and shall begin on the 1st day of July of each year.

Section VI-2. Required Records

The officers, agents, and employees of the Lancaster Public Education Foundation shall maintain such books, records, and accounts of the Lancaster Public Education Foundation's business and affairs as may be required by the laws of the State of Ohio,

Section VI-3. Annual Report

The Board of Directors shall prepare an annual written report of the activities, programs, financial projections, and short and long range plans of the Lancaster Public Education Foundation by the 31st day of August of each year.

ARTICLE VII  
AMENDMENT AND REVIEW

Section VII-1. Amendment

The By-Laws may be amended, or new By-Laws may be adopted, at a regular, annual or special meeting of the Board of Directors held for such purpose by the affirmative vote of two-thirds of the authorized number of members of the Board of Directors, provided that a full statement of the amendment shall be set forth in the notice of call of such meeting.

Section VII-2. Periodic Review

These By-Laws shall be reviewed periodically by the Executive Committee.

ARTICLE VIII  
INDEMNIFICATION AND INSURANCE

Section VIII-1. Indemnification

To the fullest extent not prohibited by applicable law and to the extent of applicable insurance coverage in place for the Lancaster Public Education Foundation, the Lancaster Public Education Foundation shall indemnify each person who, by reason of being or having been a Director or officer or adviser of the Lancaster Public Education Foundation, is named or otherwise becomes or is threatened to be made a party to any such proceeding, and the Lancaster Public Education Foundation may indemnify any person as deemed proper by the board, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any, action, suit, investigation, or proceeding (or claim or other matter therein), whether civil, criminal, administrative, or otherwise threatened to be made a party by reason of being or at any time having been a Director, officer, employee, advisor or other agent of or in a similar capacity with the Lancaster Public Education Foundation, or by reason of being or at any time having been, at the direction or request of the Lancaster Public Education Foundation, a director, Director, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan. Each request on behalf of any person who is or may be entitled to indemnification for any reason other than by being or having been a Director or officer of the Lancaster Public Education Foundation shall be reviewed by the Lancaster Public Education Foundation, and indemnification of such person shall be authorized by the Lancaster Public Education Foundation only if it is determined by the board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this by-laws, no person shall be indemnified to the extent, if any, it is determined by the Lancaster Public Education Foundation or by written opinion of legal counsel designated by the board for such purpose that indemnification is contrary to applicable law.

Section VIII - 2. Insurance.

The Lancaster Public Education Foundation may purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, employee, advisor or other agent of or in a similar capacity with the Lancaster Public Education Foundation, or who is or at any time has been, at the direction or request of the Lancaster Public Education Foundation, a director, Trustee, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

ARTICLE IX  
ADOPTION

Section IX-1. Adoption

These by-laws were adopted by a unanimous vote of the Directors.