

**AMENDED AND RESTATED BYLAWS
OF
LOS ALAMOS PUBLIC SCHOOLS FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of the foundation is Los Alamos Public Schools Foundation, Inc., (hereinafter referred to as the Foundation). The Foundation is a public charity under §509 (a) (1) of the Internal Revenue Code.

**ARTICLE II
OFFICE**

The principal office of the Foundation in the State of New Mexico is located at 1990 Diamond Drive, Suite 1, Diamond Drive, Los Alamos New Mexico 87544

The Foundation may have offices in locations within or without the State of New Mexico as required by the business of the Foundation and designated by the Board of Directors.

**ARTICLE III
PURPOSES**

The Foundation is organized exclusively for the following purposes:

- A. To promote and develop programs, products, services and capital improvements for education in the Los Alamos Public School District and to maintain the stability and prosperity of existing programs, products, services and capital improvements.
- B. To receive and maintain a fund or funds, subject to the limitations and restrictions hereinafter set forth, for use and application to the promotion and maintenance of education within the Los Alamos Public Schools.
- C. No part of the funds of the Foundation shall inure to the benefit of any Director, executive committee member, or officer of the Foundation, or any private individual except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes, and none of the foregoing persons shall be entitled to share in the distribution of any of the Foundation assets on dissolution of the Foundation.
- D. Notwithstanding any other provision of these Bylaws, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended, or by

an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

- E. To make distributions to the Los Alamos Public Schools or to such organizations or groups that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law), or that qualify as non-profit organizations whose purposes match those of the Foundation.
- F. To hold and exercise all of the powers conferred by law upon non-profit corporations organized under the laws of the State of New Mexico.
- G. In general, to carry on any lawful activity and perform any lawful act permitted by the laws of the State of New Mexico, except as restricted in these Bylaws.

ARTICLE IV DIRECTORS

Section 1. **Directors.** The Board of Directors shall consist of no less than eleven (11) Directors and no more than twenty- five (25) Directors. Full-time and part-time Los Alamos Public Schools employees may be appointed to serve on the Board. However, at no time shall the total number of LAPS employees, including the Superintendent, plus the LAPS Board of Education member, comprise more than 20% of Board membership. In cases where the total exceeds 20% due to a Board vacancy, the Board shall promptly proceed to fill the vacancy.

The Board may elect to include two student members with full voting privileges. Student members shall be a LAHS junior (grade 11) and/or senior (grade 12). Student members shall have full rights and responsibilities as other Board members.

Each Director, with the exception of student members, shall serve a term of three years. The term of approximately one-third of the Directors shall end each year. Student members shall serve a one year term.

Section 2. **Superintendent of Schools and Board of Education President.** The Board shall allow and always attempt to include the President of the LAPS Board of Education or his/her designee and the Superintendent of LAPS as members of the Board. However, at no time shall the Board of Education member or the Superintendent be eligible to serve as voting members of the Executive Committee, the Nominating Committee or any committee assigned with the responsibility of awarding Foundation grants.

Section 3. **Powers of the Board.** The business and affairs of the Foundation shall be managed by its Board of Directors (hereinafter the Board). The Directors shall act only as a Board and individual directors shall have no power to transact business individually except as previously authorized by board resolution.

Section 4. **Prohibited Payments.** No part of the assets of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, employees, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered by and to make payments and distributions to its employees or other private persons in furtherance of the purposes set forth in Article III hereof.

Section 5. **Prohibited Activities.** No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Foundation shall not attempt to influence the policies of the Los Alamos Public Schools, except insofar as such policies affect the Foundation itself. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a foundation exempt from federal tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). However, this paragraph is in no way meant to limit any director, officer, employee, or private person associated with the Foundation from exercising his or her constitutional rights and privileges as an individual citizen of the United States, New Mexico, and Los Alamos County.

Section 6. **Annual Meeting of the Board of Directors.** There shall be an annual meeting of the Board in April of each year. Such annual meetings shall be general meetings and open for the transaction of any business. Annual meetings shall be open to the public.

Section 7. **Special Meetings of the Board of Directors.** Special meetings of the Board may be called at any time by the Secretary upon the request of the President or no less than twenty percent (20%) of the Directors, or upon resolution of the Board of Directors.

Section 8. **Place of Meetings.** The Board may meet at such place within or without the State of New Mexico as is specified in the notice of the meeting.

Section 9. **Notice of Board Meetings.** Notice of every meeting of the Board shall be given to each Director in person or by fax, telephone or e-mail at least seven (7) days before the meeting or by mail at least ten (10) days before the meeting, in each case not counting the day it is given. The notice shall state the time and place of the meeting and, in the case of a special meeting, the purpose for which it is called. The notice of each meeting shall include an agenda that shall state the purpose or purposes of the meeting.

Section 10. **Quorum of Directors.** At all meetings of the Board the presence in person or by telephone of a majority of the Directors shall be necessary to constitute a quorum. Unless applicable law, the Articles of Incorporation or these Bylaws specify a greater proportion, 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. Directors may not be represented or vote by proxy. Directors may attend meetings and vote by telephone.

Section 11. **No Meeting Required.** Action taken without a Board meeting (i.e., email) requires a majority vote to approve, and a record must be kept of the email showing it was sent to ALL Board members. Such action shall be effective as of the date specified in the request for a vote.

Section 12. **Removal of Directors.** Any Director may be removed by a majority vote of the remaining Directors, with or without cause, after notice to the affected Director and the other Directors, at any meeting of the Directors.

Section 13. **Vacancies.** A vacancy caused by the death, resignation or removal of a Director may be filled by a majority vote of the remaining Directors.

Section 14. **Compensation.** The directors shall not receive compensation for their services as such, but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties. Nothing contained in this section shall be construed to preclude any Director from serving the Foundation in any other capacity or receiving compensation for any such service.

Section 15. **Rules of Procedure – Robert’s Rules.** Meetings of the Board and its Committees shall be conducted in accordance with Robert’s Rules of Order Newly Revised, Tenth (or subsequent) Edition, as modified by any special rules of procedure as may be adopted from time to time by the Board or the Committee, except that where Robert’s Rules or any adopted rules are in conflict with any of the provisions of these By-laws or the Articles of Incorporation the By-laws or Articles of Incorporation shall prevail.

ARTICLE V OFFICERS

Section 1. **Officers.** The officers of the Foundation shall consist of a President, Past President, Vice President, Secretary and Treasurer. Each shall serve in that office for a period of one (1) year unless removed in accordance with Section 4 of this Article. No two (2) or more offices may be held by the same person.

Section 2. **Term of Office.** The term of office of each officer shall be one year.

Section 3. **Election of Officers.** All officers shall be elected by the Board of Directors at the time of each annual meeting of the Board.

Section 4. **Removal of Officers.** An officer may be removed by the Board of Directors with cause and with notice to him, at any meeting of the Board.

Section 5. **Vacancies.** A vacancy caused by the death, resignation or removal of an officer may be filled by the Board, even though the remaining Directors of the Board constitute less than a quorum. Notice of such election need not be given if the vacancy is filled at the meeting at which the removal or announcement of death or resignation occurred.

Section 6. **The President.** The President shall not be a member of the School Board or an employee of the Los Alamos Public Schools. The President shall preside at all meetings of the Executive Committee, shall be the chief executive officer of the Foundation, shall have general supervision over the affairs and property of the Foundation and over its several officers, and shall generally do and perform all acts incident to the office of President and have such additional powers and duties as may from time to time be assigned to him/her by the Board. When authorized by Board resolution, the President may sign deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation.

Section 7. **The Past President.** The immediate past president shall serve as an officer of the Board to advise and preserve history and continuity of Board actions.

Section 8. **The Vice President — President Elect.** The Vice-president shall not be a member of the School Board or an employee of the Los Alamos Public Schools. At the request of the President, the Vice-president shall perform all the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. When authorized by the Board, the Vice-president may also sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation. The Vice-president shall perform such other duties as from time to time may be assigned to him/her by the Board or by the President. The Vice-president shall also serve as President-elect of the Foundation and shall become President of the Foundation the year following his or her term as Vice-president.

Section 9. **The Treasurer.** The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Foundation and shall keep or cause to be kept and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Foundation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him/her by the Board or the President. If required by the Board, the Treasurer and any person to whom the Treasurer delegates duties shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The expense of such bond shall be paid by the Foundation. Routine responsibilities may be designated to the Executive Director.

Section 10. **The Secretary.** The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and Executive Committee. In general, the Secretary shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board or by the President. Administrative responsibilities may be designated to the Executive Director.

Section 11. **Compensation.** The officers shall not receive compensation for their services as an Officer. The Board may authorize reimbursement for expenses by officers in connection with the performance of their duties; provided, however, that nothing contained in this section shall be construed to preclude any officer from serving the Foundation in any other capacity, or receiving compensation for any such services as authorized by the Board.

Section 12: **Hiring the Executive Director.** The Executive Committee shall initiate and complete the process of hiring an Executive Director with the final decision approved by the Board.

ARTICLE VI COMMITTEES

Section 1. **Executive Committee.** The Board shall appoint an Executive Committee. The members of the Executive Committee shall be the President, the Vice-President, the Secretary and the Treasurer of the Foundation together with up to three (3) at-large members elected by the Board. The Executive Committee shall manage the affairs of the Foundation between meetings of the Board of Directors and, unless limited by the Board, shall have and exercise all of the Board's authority not denied it by applicable law. The Executive Committee shall be subject to the control and be responsible to the Board of Directors and shall keep minutes and make reports to the Board of Directors, but there shall be no necessity of a further resolution specially authorizing its actions in the general handling of the affairs of the Foundation.

Section 2. **The Nominating Committee.** The Nominating Committee shall be charged with the duty of making nominations to the Board of Directors for elective offices and for vacancies in the Board of Directors. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board where an election of an officer or a Director is being considered. The Nominating Committee shall be composed of at least three (3) Directors who shall be appointed by the Board of Directors.

Section 3. **Standing Committees.** The Board of Directors may, from time to time, authorize special Standing Committees to be appointed by the President. Standing committees, other than the Executive Committee and the Nominating Committee, shall be composed of such numbers of members as may be determined by the Board of Directors. The Executive Committee and the Nominating Committee shall be composed exclusively of members of the Board of Directors. Membership of the remaining standing

committees need not be composed entirely of the members of the Board of Directors; provided, at least two (2) Directors shall be members of each of said standing committees.

Section 4. Ad Hoc Committees. The Board of Directors may, from time to time, authorize special Ad Hoc Committees to be appointed by the President. The Board of Directors shall specify the number of persons composing such special Ad Hoc Committees and the terms and duties of such special committees. While the membership of the special Ad Hoc Committees need not be composed entirely of members of the Board of Directors, at least two (2) members of each special committee of such Board shall be Directors.

Section 5. Terms of Office. Each member of a committee shall continue to serve on the committee until the next annual meeting of the Directors and until a successor is appointed. However, the term of a committee member may terminate earlier if a committee member is terminated, dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy shall serve for the unexpired position of the previous committee member's term.

Section 6. Standing Committee Meetings. Committee meetings shall be called and presided over by the Chairperson of the committee, or in his or her absence or disability, by any member appointed by the Chairperson, or in case there is none such then by any committee member elected for that purpose by the committee members in attendance. Committees shall meet as often as necessary to properly discharge their duties. A simple majority of committee members present in person or by telephone shall constitute a quorum for any committee meeting and a simple majority vote of those present and voting at any committee meeting at which a quorum is present shall constitute the action or report of the committee.

Section 7. Chairperson. The Chairperson of each committee shall be appointed by the President of the Foundation.

Section 8. Proxies. Proxies shall not be allowed or used by any committee member.

Section 10. Reference to Committees. While it shall not be required, it is recommended, when applicable, that matters be referred to appropriate committees for consideration and recommendations prior to Board action.

Section 11. Action in Lieu of Meeting. Action taken without a Committee meeting (i.e., email) requires a majority vote to approve, and a record must be kept of the email showing it was sent to ALL Committee members. Such action shall be effective as of the date specified in the request for a vote.

ARTICLE VII
MEMBERS

The Foundation shall have no members.

ARTICLE VIII
DISSOLUTION OF THE FOUNDATION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of proper jurisdiction in the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, as provided by New Mexico law.

ARTICLE IX
AMENDMENT

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a majority vote of the Board of Directors at a meeting convened with appropriate notice per the requirements set forth in these Bylaws.

ARTICLE X
FISCAL AGENTS

The Foundation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

ARTICLE XI
FIDUCIARY RESPONSIBILITY

It shall be the policy of this Foundation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds and other assets held or administered by this Foundation.

ARTICLE XII
POLICIES WITH RESPECT TO DISTRIBUTION
OF PRINCIPAL, INCOME AND RELATED MATTERS

Section 1. **Distribution Policy.** Distributions shall fund programs, products, services and capital improvements for education in the Los Alamos Public School District.

Section 2. **Annual Distributions.** It shall be the policy of this Foundation to make annual distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held in use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Directors to be appropriate.

Section 3. **No Self-Dealing.** It shall be the policy of this Foundation not to engage in any act which would constitute “self-dealing” as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

Section 4. **No Jeopardy Investments.** It shall be the policy of this Foundation to assure that no funds, whether title thereto is vested in this Foundation or is vested in a trust for the benefit of this Foundation, are invested or reinvested in such a manner as to jeopardize the carrying out of any educational purposes for which this Foundation is organized.

Section 5. **Expenditure Responsibility.** Through its Board of Directors, this Foundation shall exercise “expenditure responsibility” as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended with respect to all grants and distributions.

Section 6: **Non-Discrimination.** No discrimination shall be made on account of the age, sex, color, religious affiliation, disability or national origin with respect to distribution of principal, income and related matters.

ARTICLE XIII BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND

Section 1. **Books and Records.** The Board of Directors of this Foundation shall cause to be kept:

- A. Records of all proceedings of the Board of Directors and Committees thereof; and
- B. All financial statements of this Foundation; and
- C. Articles of Incorporation and Bylaws of this Foundation and all amendments thereto; and
- D. Such other records and books of account as shall be necessary and appropriate to the conduct of the Foundation business.

Section 2. **Audit and Publication.** The Board of Directors shall cause the records and books of account of this Foundation to be reviewed by a Certified Public Accountant at least once in each fiscal year. If the combined assets and revenue of the Foundation

exceed \$100,000 in any Fiscal year the Board of Directors shall thereafter cause the records and books of account of this Foundation to be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any agent or custodian for the benefit of this Foundation. The Directors shall retain any such person or firm for such purposes as they may deem appropriate.

Section 3. **Fiscal Year.** The fiscal year of the Foundation shall begin on July 1 and end on June 30 of each year.

Section 4. **Bond.** The Foundation may obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

ARTICLE XIV TRANSACTIONS OF THE FOUNDATION

Section 1. **Contracts.** The Board of Directors, by resolution, may authorize any officer or agent of the Foundation to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Foundation.

Section 2. **Gifts.** The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purpose or for a specific purpose of the Foundation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state or federal law, and any requirements for maintaining the Foundation's federal and state tax status.

Section 3. **Conflicts of Interest.** The Foundation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.

Section 4. **Nonprofit Operation.** The Foundation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Foundation will be distributed to its Directors or officers without full consideration. No Director or officer of the Foundation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Foundation.

ARTICLE XV INDEMNIFICATION AND INSURANCE

Section 1. **Indemnification and Representation.** The Foundation shall indemnify and provide for the defense of any person who was or is a party, or is

threatened to be made a party to any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) as a result of his or her actions or omissions within the scope of his or her official capacity for the Foundation as a Director, officer, employee, or agent of the Foundation, to the full extent permitted under New Mexico state law, as in effect from time to time.

Section 2. **Insurance.** The Foundation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVI
MISCELLANEOUS PROVISIONS

Section 1. **Governing Law.** The Bylaws of the Foundation shall be governed by and construed in accordance with the laws of the State of New Mexico.

Section 2. **Severability.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

Section 3. **Gender.** Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural nouns shall include the singular.

The foregoing Bylaws have been duly adopted by the Board of Directors of the Foundation as the Bylaws of the Foundation.



President and Chief Officer

May 10, 2017
Date



Secretary

May 10, 2017
Date