

BY-LAWS
OF
RAVENNA PUBLIC SCHOOLS FOUNDATION

ARTICLE I
OFFICES

The principal office of the Foundation shall be in the City of Ravenna, the County of Buffalo, in the State of Nebraska. The business of the Foundation may be conducted at any place convenient to the Board of Directors and officers.

ARTICLE II
MEMBERS

This Foundation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors, which shall have and shall exercise all of the powers of the Foundation subject to any limitations imposed by the Articles of Incorporation of the Kearney Area Community Foundation and these By-Laws.

Section 2. Number of Directors. There shall be nine (9) regular Directors of the Foundation, three (3) of whom shall be members of the Board of Education of the Ravenna Public Schools (two of whom will be appointed and the third member shall be the President of the Board), three (3) of whom shall be members of the certificated staff of the Ravenna Public Schools, and three (3) of whom shall be members of the Ravenna Area Community. The Superintendent of Schools of the Ravenna Public Schools shall be an ex-officio non-voting member of the Board of Directors.

Section 3. Election and Term. All regular Directors shall be appointed by a majority vote of the Board of Education of the Ravenna Public Schools for terms of three years except the appointed members of the Board of Education shall serve a term of two (2) years. Each Director shall serve until his or her successor has been appointed and taken office. The Board of Education of the Ravenna Public Schools shall hold regular elections for members of the Board of Directors at its regularly scheduled meeting in February of each calendar year in which the term of one or more Directors shall expire. Directors so elected shall take office at the next regularly scheduled meeting of the Board of Directors. A vacancy on the Board of Directors, whether caused by death, resignation, or removal of a Director or by an increase in the number of Directors may be filled at any

time by the Board of Education of the Ravenna Public Schools. A Director appointed to fill a vacancy shall hold office only for the remaining term of the Director whose vacancy is being filled. The terms of the directors shall be staggered so that no more than three directors shall have terms expire in any one year. No more than four consecutive terms may be served by any one Director.

The initial Board of Directors will be appointed in such a manner in that one member of the Board of Education of the Ravenna Public Schools, one member of the Certificated Staff, and one member of the Ravenna Area Community will be appointed for term of one year; one member of the Board of Education of the Ravenna Public Schools, one member of the Certificated Staff and one member of the Ravenna Area Community shall be appointed for two years; and one member of the Certificated Staff and one member of the Ravenna Area Community shall be appointed for three years.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held on the first Monday of the month of February in each calendar year in the High School Library of the Ravenna Public Schools. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board of Directors. Said meetings shall be held without further notice other than the notice provided by these By-Laws and applicable resolutions.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any time and place for the holding of any such special meetings of the Board called by them.

Section 6. Notice of Special Meetings. Notice of the date, time, and place of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, or by other electronic device to each Director at his or her address as shown by the records of the Foundation. Neither the business to be transacted, nor the purpose of any special meeting of the Board of Directors need be specified in the Notice of such meeting unless specifically required by law or by these By-Laws.

Section 7. Quorum. A majority of the number of regular Directors as provided herein shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

Section 8. Manner of Acting. The act of the 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 by these By-Laws.

Section 9. Removal. Any Director may be removed from office by a two thirds (2/3) majority vote of the Board of Directors of the Foundation for any cause deemed sufficient by the Board in its sole discretion.