

AMENDED  
BYLAWS  
OF  
PAWNEE CITY CHAMBER OF COMMERCE, INC.

ARTICLE I

NAME

The name of the Corporation shall be PAWNEE CITY CHAMBER OF COMMERCE, INC. and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II

PURPOSES

1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely, to promote civic service through the organized efforts of the men and women of the community and the general welfare of the community and its citizens through active constructive projects; to promote civic consciousness in the men and women constituting its membership to better their usefulness as citizens; to operate exclusively for charitable, benevolent, educational, patriotic, cultural and civic purposes in such a manner as the Board of Directors and officers may deem best; and to engage in the transaction of any and all lawful business for which corporations may be incorporated under the provisions of the Nonprofit Corporation Act as now constituted or as may be hereafter altered or amended.

2. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Nonprofit Corporation Act of the State of Nebraska. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation 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.

3. The purposes of the Corporation are promoted through programs directed towards the community; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article III.

ARTICLE III

BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

3. The Corporation shall cooperate with businesses to support the improvement of businesses in the community in ways that will not interfere with the conduct of such businesses and shall not seek to control their policies.

4. The Corporation may cooperate with other organizations and agencies concerned with community affairs and civic projects but persons representing the Corporations in such matters shall make no commitments that bind the Corporation.

## ARTICLE IV

### MEMBERSHIP

1. Any individual who is a resident of Pawnee City or vicinity and who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, or national origin, and shall consist of individuals, firms or corporations.

2. Persons may be admitted to membership in the Corporation at any time. Only members in good standing of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

4. Lifetime membership may be granted to a member exhibiting distinguished service by secret ballot with a threefourths majority vote of members present at any regular meeting.

5. Membership dues shall be as determined from time to time by the Board of Directors with the approval of the membership. Dues shall be payable in advance for each year, and shall entitle an individual to voting membership.

6. The Board of Directors may, by two-thirds vote, drop any member for non-payment of dues or other good and sufficient reason.

## ARTICLE V

### OFFICERS

1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Only members of the Board of Directors shall be eligible to hold office.

2. Officers shall be elected annually by the Board of Directors prior to January 1 of each year.

3. Officers shall assume their official duties beginning January 1 of each year and shall serve for a term of one year and until the election and qualification of their successors.

4. A person shall be eligible to serve consecutive terms whether one or more, in the same office.

5. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

6. A vacancy occurring in any office or committee shall be filled for the unexpired term by a person elected by a majority of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election

## ARTICLE VI

### DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers, shall:

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten days following the election of their successors.

## ARTICLE VII

### BOARD OF DIRECTORS

1. The Board of Directors shall consist of nine members and the immediate past president of the Corporation. The members of the Board of Directors shall be elected by ballot annually in the month of December, said ballots to be circulated to the members of the Corporation on or before the December meeting. The members of the Board of Directors shall serve until the election and qualification of their successors.

2. The initial Board of Directors shall consist of the Board of Directors of the predecessor organization to this Corporation and shall serve the terms of office respectively to which each was elected.

3. There shall be a nominating committee composed of three members of the Board of Directors; said three members being those whose term is expiring at the end of the current year.

The nominating committee shall nominate one eligible person for each vacancy to be filled and report its nominees at the regular meeting in November at which time additional nominations may be made from the floor.

4. The nine elected members of the Board of Directors shall serve a term of three years, three members to be elected every year by ballot in the month of December.

5. The duties of the Board of Directors shall be (a) to transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) to present a report at the regular meetings of the Corporation; (e) to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts; (f) to prepare and submit to the Corporation for approval a budget for the fiscal year; and (g) to approve routine bills within the limits of the budget.

6. Regular meetings of the Board of Directors shall be held monthly during the year, the time to be fixed by the Board at its first meeting of the year. During the summer months, the meetings may be suspended. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board or upon written request of ten members.

7. At the beginning of each fiscal year the Board of Directors shall present a carefully prepared budget of the proposed expenditures for the ensuing year.

8. A vacancy occurring on the Board of Directors shall be filled for the unexpired term by a person elected by ballot after nomination as hereinbefore provided.

## ARTICLE IX

### STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year and until the election and qualification of his successor.

2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form special committees and appoint their members rests with the Corporation.

4. The Vice-President shall be a member ex officio of all committees except the nominating committee.

## ARTICLE X

1. The regular meeting of the membership shall be the first Thursday of every month except during the summer months when meetings may be suspended. The annual meeting the Corporation shall be on the first Thursday in January.

## ARTICLE XI

### SEAL

The Corporation shall have a corporate seal which shall be in the form of a circle with the name of the Corporation, "THE PAWNEE CITY CHAMBER OF COMMERCE, INC.", and "Corporate Seal" inscribed thereon. The seal is impressed in the margin of these By-Laws.

## ARTICLE XI

### AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of those present at any regular or special meeting of the membership of the Corporation, provided, that notice has been given at a previous meeting of the intention to amend, repeal, or alter.

Enacted at meeting of the membership of the Corporation held the 3rd day of January, 1991.

  
Secretary