

**BY-LAWS
OF THE
OGALLALA/KEITH COUNTY CHAMBER OF COMMERCE**

**ARTICLE I
NAME**

The name of this organization is the Ogallala/Keith County Chamber of Commerce, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The Ogallala/Keith County Chamber of Commerce, Inc. is a non-profit organization and exists under the laws of the State of Nebraska with its principal place of business located in the City of Ogallala, Keith County, State of Nebraska.

**ARTICLE III
OBJECT**

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the corporation are the advancement of the civic, commercial, industrial, and agricultural interest of the City of Ogallala, County of Keith, State of Nebraska, and the surrounding territory; the promotion of the general welfare and progress of the city, county and its surrounding territory and the stimulation of public sentiment to these ends.

**ARTICLE IV
MEMBERSHIP**

SECTION I

Any person interested in promoting the general nature of the business of the Corporation and the objects and purposes to be transacted, promoted, and carried on by the Corporation shall be eligible for membership in the Corporation.

SECTION II

A person or business eligible for membership shall become a member upon submitting an application and paying a membership fee. The membership fee shall be an amount set by the Board of Directors and may be altered from time to time.

SECTION III

Each member in good standing shall be entitled to enjoy all the rights and privileges of membership in the Ogallala/Keith County Chamber of Commerce, Inc. including the right to vote.

SECTION IV

The annual meeting of the membership shall be a meeting so designated by the Board of Directors, at a time and place determined by the Board of Directors, for the purpose of transacting such business as may come up before the meeting. The newly elected Board of

Directors, which were elected, at the regular board meeting in November, or in case of petition, the regular meeting in December, will be presented and set in office at that time.

SECTION V

Regular meetings of the membership may be held in such months and at such time and place as may be called by the President or by the Board of Directors.

SECTION VI

The President shall call a special meeting of the membership upon the written request of at least twenty members in good standing within two weeks of receipt of such request. Special meetings may be called by the President or by the Board of Directors.

SECTION VII

Written notice stating the place, day and hour of any annual or special meeting of the membership, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the officers or persons calling the meeting, to each member entitled to vote at such meeting.

SECTION VIII

Fifteen percent of membership in good standing constitutes a quorum for the transaction of business at any annual, regular, or special meeting of the membership.

SECTION IX

Each member shall be entitled to one vote upon each matter submitted to a vote at any meeting of the membership.

SECTION X

Voting on any question or in any election may be via voice unless the presiding officer shall order or any member shall demand that voting be by ballot.

SECTION XI

In any election for directors, every member in good standing shall have the right to vote for as many persons as there are directors to be elected. No cumulative voting is allowed.

SECTION XII

For voting and all other purposes of transacting business within these bylaws, members must be in good standing. Good standing shall mean membership dues have been paid on or before the member's anniversary date. Members who have lost their good standing may restore the same by paying their delinquent dues, which shall restore their good standing from the date of payment until their next anniversary date.

SECTION XIII

Any member may resign from the Chamber membership upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety days from the due date, unless otherwise extended for a good cause. Any member may be expelled by a two thirds vote of the Board of Directors at a regularly scheduled meeting there of, for conduct unbecoming a member or prejudicial to the aims or

repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

ARTICLE V BOARD OF DIRECTORS

SECTION I

The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION II

The number of directors of the Corporation shall be between nine and thirteen, all of who shall be members of the Corporation. At the first election by the membership of the Corporation of the members of the Board of Directors, three shall be elected for a term of one year, three for a term of two years, and three for a term of three years, shall be eligible for reelection to the board for the next ensuing term. Each Director shall hold office for the term for which he was elected and until their successor has been elected and qualified. The terms of office for all directors shall commence on the date of the annual meeting held in January of each year. Honorary Board members may be appointed by the Board of Directors to fulfill a service for a specific function as designed by the Board of Directors. The honorary Board Member will attend board meetings but will not have a vote. The City of Ogallala, the Village of Paxton, the Village of Brule, and Keith County, Nebraska, political subdivisions of the State of Nebraska located within Keith County, Nebraska, shall each be entitled to have one member of their governing body to serve as a member of the Board of Directors with all of the rights and privileges of regularly elected Directors, other than the length of the term to be served by said member. The governing body of each political subdivision shall elect the member who shall serve as a Director. The year term which shall commence on the date of the annual meeting held in January of each year; provided, however, that each political subdivision shall only be entitled to have a member serve as Director if the political subdivision contributed its proportionate share of the budget to the Corporation during the current fiscal year, which shall be determined annually by the Board of Directors.

SECTION III

The Board of Directors shall provide the time and place for the holding of any regular and special meetings. Special meetings of the Board of Directors may also be called by the President at the request of any three directors.

SECTION IV

Notice of regular or special meetings of the Board of Directors shall be given at least three days previously thereto by notice in person, or by written notice delivered personally or delivered by mail to each director at the business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of any meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION V

The majority of the Board of Directors shall constitute a quorum for the transaction for the transaction of business at any meeting of the Board of Directors provided that, if less than a majority of the directors are present at said meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION VI

The act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

SECTION VII

In the event of a vacancy on the Board of Directors, the remaining Directors, by an affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place is vacant and until a permanent successor is duly elected and qualified. If a director is unable to perform assigned duties including meeting attendance, for a period of time due to circumstances beyond their control, a temporary replacement will be appointed by the board of directors until such time as the director is able to resume his duties or resigns.

SECTION VIII

The Board of Directors have no later than the first regular board meeting in September to prepare a slate of three candidates for the open board positions. Prior to October 1st the board shall finalize a slate of three candidates to serve three-year terms replacing the Directors whose regular terms are expiring. Each candidate nominated must be an active member in good standing and must have agreed to accept the responsibility. The membership shall be notified by mail of the names of persons nominated as candidates for Directors and the right of petition.

SECTION IX

Additional names of candidates for Director can be nominated by petition from the membership. This petition must be received prior to October 15th. This nominating petition must be signed by a member in good standing and the person being nominated verifying his or her commitment to serve if elected.

SECTION X

If no petition is filed by October 15th, the nominations shall be closed and the nominated slate of three candidates shall be declared elected by the board of Directors. If a legal petition is received nominating additional candidates, a ballot shall be mailed by November 1st to all members in good standing. These ballots shall be mailed in accordance with instructions printed on the ballot and returned no later than November 15th. Should this position procedure be necessary, the President shall appoint a committee of three judges who are not members of the Board of Directors or candidates for election to supervise the election until the results are ascertained.

SECTION XI

A director may not be absent from three consecutive meetings without showing just cause. Should a director be absent on three consecutive meetings without just cause, the Executive Committee, after reviewing this subject, may request and receive the resignation of the Director in question.

ARTICLE VI OFFICERS

SECTION I

The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. Any of two such offices may be held by one and the same person except for the offices of President and Secretary. The four elected offices of the Corporation shall constitute the Executive Committee of the Chamber.

SECTION II

The officers of the Corporation shall be elected annually by the Board of Directors at the first regular January Board meeting. A vacancy may be filled by the Board of Directors for the unexpired portion of the term at any meeting of the Board following the occurrence of a vacancy. Each officer shall hold office until his successor has been duly elected and shall have qualified or until his death or until he shall resign. The immediate past president of the Chamber shall serve the following year on the Board of Directors in the event that his term of office on the Board is expiring. If his term has expired, this member will be an ex-officio and non-voting member.

SECTION III

President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the secretary and any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any other instruments with the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by those by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION IV

Vice-President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and shall be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time maybe assigned him by the President or the Board of Directors.

SECTION V

Treasurer: The Treasurer will: (a) Supervise the procedures and accounting of all funds and securities and on the financial standing of the Corporation; (b) assure that proper and prudent control is exercised in the receipts of monies, deposit of monies in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VII of these by-laws; (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

SECTION VI

Secretary: The Secretary shall: (a) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (b) shall supervise and assure that the Executive Vice-President and office Secretary maintain all Corporate records, the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with these by-laws; (c) assures that the Corporate office keeps a register of the post office addressees of each member which shall be furnished to the Secretary by such member; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President of the Board of Directors.

SECTION VII

Executive Director: The Board of Directors is authorized to select and employ a manager whom shall serve as Executive Director. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications and maintain an accurate record of all the proceedings of the members of the Board of Directors and all committees. They shall submit such financial statements and written reports as shall be required by the Board of Directors. They shall perform such duties as be incident to their office subject to the direction of the Board of Directors, and in general shall so manage the affairs of the Corporation as to promote the objects for which it was organized.

ARTICLE VII **FINANCE**

SECTION I

INDEBTEDNESS: No officer, agent, employee, or member of the Corporation shall have power to incur indebtedness for which the Corporation may be liable without the authority of the Board of Directors.

SECTION II

CONTRACTS: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to the specific instances.

SECTION III

LOANS: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to the specific instances.

SECTION IV

CHECKS, DRAFTS, ETC: All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION V

DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION VI

AUDITS: An annual audit of the records of the Corporation, including special funds, shall be made by a recognized auditing firm; the audit to be approved by the Budget and Finance Committee and the Board of Directors.

SECTION VII

BONDING: The Treasurer shall assure that, with the approval of the Board of Directors, any officers and staff as deemed necessary shall be bonded in the sufficient amount as set by the Board of Directors and paid for by the Corporate Funds.

SECTION VIII

INSURANCE: The Corporation shall provide and pay for General Liability Insurance and Directors and Officers Insurance in an adequate amount to ensure solvency of the organization.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October of each year and end on the last day of September of each year.

ARTICLE IX

COMMITTEES

SECTION I

The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those whose functions are set forth in these by-laws. The number of members of each committee shall be appointed by the president and all such committee appointments shall be for a period not to exceed the term of the appointing president. Committees may also be authorized by vote of the members.

SECTION II

It shall be the function of the committees to make investigations, conduct hearings and make recommendations to the Board of Directors, and carry on such activities as may be designed to them by the Board of Directors. They shall exam into and report on such subjects as may be referred to them by the Board of Directors or by the membership, and they may originate and report to the Board of Directors such views as they may deem proper for its consideration.

SECTION III

They shall report to the Board of Directors in writing.

SECTION IV

No committee shall take any formal action, or make public any resolution, or in any way commit the Corporation on a question of policy, or on matters of general public interest, without having first received the approval of the Board of Directors or of the membership.

SECTION V

At all committee meetings a majority shall constitute a quorum, and all committees shall meet on the call of their respective chairman, who shall determine the time and place of committee meetings and the method of giving notice of meetings to committee members.

SECTION VI

The standing committees shall be the following:

| | | |
|-----------------------|----------------------|-------------------------|
| Agriculture Committee | Lake Committee | Retail Trades Committee |
| Budget Committee | Membership Committee | Women's Chamber |
| Drovers | | |

ARTICLE X

SEAL

The board of Directors shall provide a corporate seal, which shall be in the form of a circle. There shall be inscribed thereon the name of the Corporation and in the center of the seal there shall be the words "Corporate Seal".

ARTICLE XI

PARLIAMENTARY PROCEDURES

Roberts Rules of Order shall be the parliamentary guide and shall govern the proceedings of the members of the Board of Directors and of committees when not in conflict with the specific provisions of these by-laws.

ARTICLE XII

AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted at any meeting of the Board of Directors of the Corporation by a majority vote of the Board of Directors.

Revised September 1996

Revised Article V, Board of Directors, June 2000

Revised Article VI, Section VI; Article IX, Section VI, Board of Directors, August 2000

Revised Article IV, Section IV, Board of Directors, January 2004

Revised Article V, Section VII and Section XI, Board of Directors, October 2004

Revised Article IV, Section IV; Article V, Section VIII, Section IX, and Section X; Article VI, Section IV and Section V; Article VII, Section VIII; Article VIII; Article IX, Section VI; January 2006