

BY-LAWS
GIBBON AREA CHAMBER OF COMMERCE

ARTICLE I
OFFICES

The principal office and registered office of the corporation shall be located in the City of Gibbon, Nebraska, which offices shall be continuously maintained, and a registered agent whose office shall be identical with such registered office as required by the Nebraska Non-Profit Corporation Act.

ARTICLE II
MISSION

The mission of the Gibbon Area Chamber of Commerce is to serve as the principal advocate of the business community, acting as the catalyst in promoting the economic development of the Gibbon area, stimulating job creation, interaction between business, industry, agriculture, education and government, thus improving the quality of life.

ARTICLE III
LIMITATION OF METHOD OF OPERATION

Section 1. The Chamber of Commerce of Gibbon, Nebraska shall be nonpartisan, nonsectarian, and shall take no part in, nor lend its support to the election or appointment of any candidate for city, county, state or federal office.

Section 2. The Chamber of Commerce of Gibbon, Nebraska as a nonprofit organization shall not engage in any business or furnish any goods or services in competition with its members.

Section 3. Any request for formal action, public resolution or question of policy relating to public matters will be studied and reviewed by the appropriate Chamber of Commerce committee or task force appointed by the President for the development of a recommendation to be submitted to the Chamber of Commerce Board of Directors.

All recommendations for formal action, public resolution or questions of policy relating to public matters must be submitted to the Board of Directors in writing at least ten days prior to a regularly scheduled or special meeting where the matter will be acted upon.

Section 4. The fiscal year of the corporation shall commence on the first day of January and end of the last day of December of each year.

Section 5. Books and Records. The corporation shall maintain correct and complete books of the corporation's accounts.

ARTICLE IV
MEMBERS

Section 1. The Corporation membership shall be open to businesses, groups, and persons interested in the progress of the Gibbon Area.

Section 2. Voting during Regular Meetings. Voting during Regular Meetings will be by voice or ballot

vote.

Section 3. Each new member can receive a copy of these By-laws by request, and the President may cause an orientation session to be held for the benefit of such new member, if requested.

Section 4. Corporation/Member liability. The corporation shall maintain liability insurance to protect the corporation and its members from liability for actions taken during the execution of authorized corporation activities.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular Meetings of the membership shall be held by- monthly with the date, time and location published on an annual schedule distributed to members at the first Regular Meeting of the year.

Section 2. Special Meetings. The President, the Board of Directors, or not less than one-tenth of the members having voting rights may call Special Meetings of the membership. Each member will be notified at least four days prior to the meeting.

Section 3. Election Meeting. The election meeting of the Corporation shall be held during the last Regular Meeting of each year for the purpose of electing vacancies on the Board of Directors-

Section 4. The Board of Directors shall prepare a program for the year and a proposed budget and present them to the membership at the first Regular Meeting of the year.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be six be elected from the membership of the corporation and serve for two years. A non-voting student member may be appointed by the board.

Section 3. Regular meetings. The Board of Directors shall meet by-monthly. The meeting dates will be determined by the Board of Directors and published with the schedule of Regular Meetings.

Section 4. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Neither the business to be transacted nor the purpose of any regular or special meetings of the Board of Directors need be specified in any notice or waiver of notice of such meeting.

Section 5. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Any vacancy occurring in the Board of Directors shall be filled by the membership at the next regular monthly meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7. Any member of the Board having more than two unexcused absences may be dismissed by the Board. Any member who cannot attend a meeting must notify the President prior to the meeting.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Election and Term of Office. The officers will be elected by the Board of Directors on an annual basis.

Section 3. Vacancies. A vacancy on the board except for the President because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event that the office of the President becomes vacant, the Vice-President shall act as President, until the term is complete. The board, at its next regular meeting will then select a new Vice President.

Section 4. 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. Duties of the President shall include; presiding at all meetings of the members and of the Board of Directors, signing any contracts which the Board of Directors or members have authorized to be executed; and performing 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 5. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions placed upon the President. Including appointing a replacement board member. He/she shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 6. Secretary. The secretary shall keep the minutes of the Regular and of the Board of Directors meetings. Minutes of each meeting of the Board of Directors and Membership shall be recorded and made available to all members for approval at the following month's meeting.

Section 7. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation as directed by the Board of Directors; and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer will provide a report at the monthly membership meeting of the Corporation's disbursements and receipts for approval by the membership. Approval of the Corporation's annual budget will provide fiscal guidelines to be followed throughout the year unless variances are approved by the membership. All checks for disbursements by the corporation will be signed by the Treasurer and one other authorized signatory. An annual review of financial records will be completed at year-end for each calendar year's activities by an independent party.

ARTICLE VIII COMMITTEES

Section 1. Committees will be created at the first general meeting of the year based on the corporation's anticipated needs for the current year. Additional committees may be formed as needed.

**ARTICLE IX
DUES**

Section 1. Annual Membership Dues: Annual Membership dues are due upon receipt of a member's annual business profile and membership schedule. The yearly dues structure will be developed by the Board of Directors in conjunction with the membership committee. First year dues are waived for new members.

**ARTICLE X
BY-LAWS**

Section 1. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting if at least seven (7) days written notice (including a copy of the proposed alteration) is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

Section 2. The approval date of the Corporation's current by-laws is 12/6/2016