

**AMENDED BYLAWS
OF
ASHLAND AREA CHAMBER OF COMMERCE, INC.
A Nebraska Nonprofit Corporation**

The Bylaws of the Ashland Chamber of Commerce dated March 22, 1982, and amended April 26, 2025, pursuant to Section VIII thereof, are hereby, by a unanimous vote of the Board of Directors, revoked in their entirety and amended as follows:

**ARTICLE 1
OVERVIEW**

Section 1.1: Name

The legal name of this Nebraska Nonprofit Corporation is **Ashland Chamber of Commerce, Incorporated.** (hereinafter, "the Chamber").

Section 1.2: Purpose

The Ashland Chamber of Commerce is organized to advance the general welfare and prosperity of the Ashland, NE area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the commercial, civic, economic, cultural, industrial, and educational interests of the area.

**ARTICLE 2
MEMBERSHIP**

Section 2.1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2.2: Election

Applications for membership shall be in writing on forms, or by electronic means, provided for that purpose. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 2.3: Investments

Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 2.4: Termination

A Member may resign at any time by written resignation directed to the Board of Directors; however, the resignation of a Member does not relieve any obligations the Member may have to the Chamber as a result of obligations incurred or commitments made prior to resignation.

A Member may be expelled or suspended and its membership terminated or suspended only for good cause as determined by the Board of Directors or one of its appointed committees. The procedure used to do so must be carried out in good faith and the procedure used should be fair and reasonable as determined by [NE Rev. Stat. Section 21-1947\(b\)](#).

Regardless of whether a Member resigns, is expelled, suspended or terminated, in no event shall any portion of the membership dues be refunded.

Section 2.5: Voting

In any proceeding in which voting by members is called for, each member entity in good standing shall be entitled to cast one (1) vote.

**ARTICLE 3
MEETINGS**

Section 3.1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during the first quarter of each year. The time and place shall be determined by the board of directors and notice thereof distributed to each member at least 10 days before said meeting.

Section 3.2: General Meetings

General membership meetings other than the Annual meeting may be called by or at the discretion of the Board or Chamber President.

Section 3.3: Additional Meetings (*general membership, board, special, and committee meetings*)

General meetings of the chamber may be called by the president of the board at any time: notice of special meetings shall be sent to each member at least 5 days prior to such meetings; board meetings may be called by the president or by the board of directors upon written application of 3 members of the board. Notice, including the purpose of the meetings, shall be given to each director at

least 1 day prior to said meeting; committee meetings may be called at any time by the president, respective department vice chair, or by the committee's chair.

Section 3.4: Quorums

At any duly called general meeting of the chamber a simple majority of members in attendance shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 3.5: Notices, Agendas, and Minutes

Notice of all membership chamber meetings must be given at least 5 days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

Section 3.6: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1: Composition and Term of the Board

The board of directors shall be composed of not less than five (5) members, with the maximum number determined by the board of directors yearly; one-third of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified.

No board member who has served two consecutive 3-year terms is eligible for election for a third term. A period of one year must elapse before eligibility is restored.

The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 4.2: Election of Directors

The President shall appoint a nomination committee consisting of three (3) Directors to determine candidates for the next election. The nomination committee shall nominate for the Board of Directors as many candidates as there are to be elected, all of whom have expressed their willingness to serve. The nomination committee shall make a report, whether formal or informal, to the Board of Directors prior to the next Annual Meeting (election date). Nominations may also be made from the floor. The election shall be made either by standing vote or by secret ballot by the Members, in accordance with the ruling of the president, during the Annual Meeting. The candidates so nominated who receive the highest number of votes shall be declared to be elected as Director. In the event of a tie exceeding the number of available offices, the Board of Directors shall act as the tiebreaker to determine the candidate(s) from those tying who should be elected as Director.

Section 4.3: Removal

Any Director may be removed from the Board of Directors with or without cause by majority vote of the votes cast by the remaining Directors at any meeting called for such purpose.

In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining Directors and shall serve for the unexpired term of the predecessor. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies on the Board of Directors will be determined by a majority vote of the remaining Directors.

Section 4.4: Compensation

No Director shall receive compensation for any services rendered to the Chamber in his or her capacity as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of official duties.

Section 4.5: Director as Employee

Nothing herein contained shall prevent a Director from also being an employee of the Chamber. If any person is serving as a Director and also as an employee of the Chamber, such person may be compensated as determined from time to time by a majority of the Board of Directors. The person being compensated shall have no vote in this determination.

Section 4.6: Powers

The Board of Directors shall have, in addition to those powers under Nebraska law, the power to:

- a. Suspend any Member's voting rights and right to the Chamber's benefits during any period in which such Member shall be in default of any payment required by the Chamber or during any period during which a Member fails to meet the criteria set forth to be a Member for a period in excess of ninety (90) days.
- b. Exercise for the Chamber all powers, duties and authority vested in or delegated to the Chamber and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation.
- c. Employ personnel for reasonable compensation to perform the services required for proper administration of the Chamber.

Section 4.7: Informal Action by Directors

The Directors shall have the right to take any action in the absence of a meeting which could have been taken at a meeting by obtaining the written consent of a majority of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Such consent may be received electronically, written or verbally.

Section 4.8: Annual Meeting

The Board of Directors shall hold an annual meeting. The time and location of the annual meeting shall be determined by the President, upon ten (10) days' prior notice of the meeting given personally, by mail, or electronically. Notice of any meeting may be waived either before or after the meeting.

Section 4.9: Special Meetings

Special meetings of the Board of Directors may be called by the President, or by a majority of such Directors, upon three (3) days' prior notice of the meeting given personally, by mail, or electronically. Notice of any meeting may be waived either before or after the meeting.

ARTICLE 5
OFFICERS**Section 5.1: Officers**

The officers of the Chamber shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article, and appointed by the Board of Directors as it shall deem appropriate. The President, Vice President, Secretary and Treasurer together shall constitute the Executive Committee of the Chamber.

Section 5.2: Duties of Officers

- a. President
 - i. The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors, and executive committee.
 - ii. The president shall, with advice and counsel of the vice president, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to approval of the board of directors.
 - iii. The president shall have the power to conduct the daily business of the chamber, subject to the control of the board of directors.
- b. Vice President
 - i. The vice president shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president.
 - ii. The duties of the vice president shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the board of directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- c. Treasurer
 - i. The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Checks are to be signed by the treasurer or by the president or, in the absence of either or both, by any two board members. The treasurer shall present a monthly financial report to the board.
- d. Secretary
 - i. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records of the Chamber; and in general, perform all duties assigned to the secretary by the president or by the Board of Directors.

Section 5.3: Election and Term of Officers

The Officers of the Chamber shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors.

Each Officer of the Chamber shall be elected to hold office for a term of 1 (one) year or until such Officer's successor shall have been elected and qualified.

Section 5.4: Resignation and Removal

Any Officer may be removed from office with or without cause by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect upon delivery thereof, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation or removal shall be without prejudice to the contract rights, if any, of the Officer so removed, nor shall such resignation or removal adversely affect the Officer's membership on the Board of Directors.

Section 5.5: Vacancies

A vacancy in any office may be filled by majority vote of the Board of Directors. Any Officer appointed to fill such vacancy shall serve for the remainder of the term of the Officer replaced.

ARTICLE 6

COMMITTEES

Section 6.1: Appointment and Authority

The President, by and with approval of the Board of Directors, shall designate and appoint one (1) or more committees to provide assistance to the Board of Directors in carrying out the purpose of the Chamber. Each committee shall consist of at least one (1) or more Director, with the President being an ex-officio member of all committees. The committee may consist of people outside of the Board of Directors. The President, with majority approval of the Board of Directors, may remove any member of the committee and appoint another member in his or her place and stead if deemed to be in the best interests of the Chamber.

The committee may meet outside of regular meetings, but in all situations shall keep the Chamber updated by e-mail or at Chamber meetings as to the progress of the committee activities. The chair shall keep any required minutes of the committee meetings.

Section 6.2: Limitation of Authority

No committee shall have the authority of the Board of Directors, but shall recommend any action to be taken directly to the Board of Directors. The designation or appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon such Director by law, these Bylaws, or the Articles of Incorporation of the Chamber.

ARTICLE 7

FINANCIAL MATTERS

Section 7.1: Authorization

The Board of Directors may authorize one or more Directors, Officers, or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Chamber and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Director, Officer, agent or other person shall have any power or authority to bind the Chamber by any contract or engagement, or to pledge its credit or render its liability for any purpose or any amount.

For the purpose of conducting daily business on behalf of the Chamber, the President is authorized to make disbursements in accordance with approved budgetary items, and discretionary disbursements of up to \$500 without prior board approval.

Section 7.2: Loans

No loans shall be contracted on behalf of the Chamber and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution of the Board of Directors. Such authority shall be confined to a specific instance. Unless so authorized by the Board of Directors, no Director, Officer, agent or other person shall have the power or authority to bind the Chamber to such indebtedness or render the Chamber liable for payment of the same.

Section 7.3: Designation of Financial Institutions

The Board of Directors may designate one or more banks or other financial institutions as investment advisors or managers as custodian of the Chamber's securities, as managers of real estate owned by the Chamber, and the like.

Section 7.4: Fiscal Year

The fiscal year for the Chamber shall be January 1 to December 31.

Section 7.5: Budget

By October 31 the Executive Committee shall compile a budget of estimated expenses for the coming year and submit it to the new Board of Directors for approval.

Section 7.6: Audit

The accounts of the Chamber shall be audited upon request of the Board. This audit report shall be available to the Board for examination, or the Members if requested.

ARTICLE 8

DISSOLUTION

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501(c)(3) or (6).

ARTICLE 12

CONFLICT

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE 9

AMENDMENTS

Amendments to these Bylaws may be made at any meeting of the Board of Directors of the Chamber by a two-thirds (2/3) vote of the Directors present, provided a copy of the Amendment was provided at least two (2) weeks prior to the meeting.