

AMENDED  
BY- LAWS  
OF  
MITCHELL AREA CHAMBER OF COMMERCE  
(A Non- Profit Corporation)

ARTICLE I  
OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Mitchell, County of Scotts Bluff.

ARTICLE II  
BOARD OF DIRECTORS

SECTION 1. General Powers: The business and affairs of the corporation shall be managed by its board of Directors.

SECTION 2. Number, Tenure, and Qualifications: The number of directors of the corporation shall be five (5) and shall be elected annually by the members at the October meeting. Thereafter each board member shall be elected to a term of one year to serve until the election of a successor. Vacancies on the board resulting from the resignation of a member shall be filled by the President and shall serve until the next annual meeting when election of officers shall be held.

SECTION 3. Regular Meetings: A regular meeting of the members of the Chamber shall be held every Thursday at noon at a designated location, except for the last Thursday which will be set as a Business After Hours event held in the evening.

SECTION 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice: Notice of any special meeting shall be given by text, email, or other digital means. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such 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 conveyed.

SECTION 6. Quorum: Three (3) directors 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 from time to time without further notice.

SECTION 7. 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.

SECTION 8. Action Without a Meeting: Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent by electronic communication, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies: Any vacancy occurring in the board of Directors may be filled by the President appointing such person to fill the vacancy. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

SECTION 10. Compensation: By resolution of the Board of Directors, each director or member must have prior approval of the board for any and all expenses to be reimbursed. Directors shall not be paid a salary or other compensation for their services.

SECTION 11. Committees: The board at any meeting may by resolution designate committees and the board members (not less than one (1)) to serve thereon for the remainder of the year. Such committees shall have such powers as the Board of Directors shall delegate by resolution.

### ARTICLE III OFFICERS

SECTION 1. Number: The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the members at large at the annual

meeting when election of officers is held. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office: The officers of the corporation shall be elected annually by the members at large at the annual meeting. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal: Any officer, director or agent may be removed by the Board or Directors whenever in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, director or agent shall not of itself create contract rights.

SECTION 4. Vacancy: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. They shall, when present, preside at all meetings of the Board of Directors. They may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors or members of the Chamber, any deeds, mortgages, bonds, contracts, or other instruments which 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 the members of the Chamber or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President: In the absence of the President or in the event of his or her death, 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 be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

SECTION 7. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of 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; and (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 or by the Board of Directors.

SECTION 8. Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these By-Laws; and (c) in general perform all 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. Salaries: Compensation. No officers shall receive a salary or other compensation.

#### ARTICLE IV CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts: The Board of Directors or Chamber members may authorize any officer or officers, agents 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 specific instances.

SECTION 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors or members of Chamber. Such authority may be general or confined to specific instances.

SECTION 3. 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 the President or Vice-President and by the Treasurer.

SECTION 4. 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 5. Gifts: The Board of Directors, by majority vote may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or any special purposes of the corporation.

## ARTICLE V MEMBERSHIP

SECTION 1. Qualifications: Any person of the community or surrounding area may become a member of the Mitchell Area Chamber of Commerce after payment of yearly dues, which amount of dues shall be set by the Chamber members.

SECTION 2. Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. Termination of Membership: The Board of Directors may terminate the membership of any member who becomes ineligible or is in default in the payment of dues.

SECTION 4. Transfer of Membership: Membership in this corporation is not transferable or assignable.

SECTION 5. Meetings: Regular meetings of the membership shall be held as provided in Article II, Section 3. Special meetings may be called by a majority vote of the Board of Directors and as to any special meeting, notice shall be provided to the members as required by law.

SECTION 6. Quorum/Voting: Seven (7) members entitled to vote shall constitute a quorum and a majority of the votes cast at any such meeting shall be required for the adoption of any matter.

SECTION 7. Committee Chairman: Any chairman or co-chairman of any committee who has been appointed as chairman or co-chairman by the President is required to have a paid membership in the Chamber.

ARTICLE VI  
POLICIES

SECTION 1: *Politics, Religion, and Related Matters*: It shall be the policy of the corporation, or its officers, directors, agents and members acting on behalf thereof not to endorse or recommend any candidate for political office, or discuss and make recommendations regarding any subject or matter which involves religion. No person who meets the eligibility requirements for membership in the corporation as set forth in these bylaws shall be denied membership because of sex, race, creed, color, national origin, religious belief, or political party affiliation.

ARTICLE VII  
CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of the incorporation and the words, "Corporate Seal".

ARTICLE VIII  
WAIVER OF NOTICE

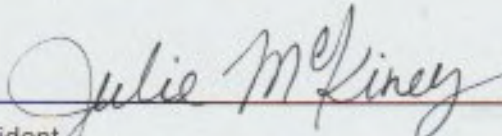
Unless otherwise provided by law, whenever any notice is required to be given to any director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under any provisions of the laws of the State of Nebraska, a waiver thereto in writing, signed by the person or persons entitled to such notice, whether before or after the time stated thereof, shall be deemed equivalent to the giving of such notice.

ARTICLE IX  
AMENDMENTS

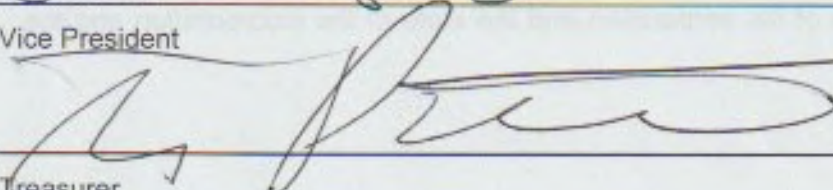
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a 3/5 majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors.

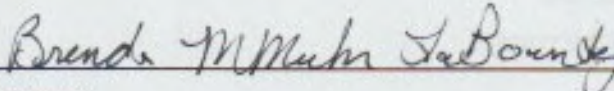
The undersigned certify that the foregoing By-Laws have been adopted as the By-Laws of the corporation.

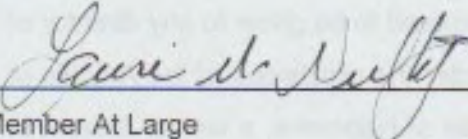
Dated: 5 February 2024

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Vice President

  
\_\_\_\_\_  
Treasurer

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Member At Large