

**BYLAWS OF THE
WILLARD COMMUNITY CENTER, A CORPORATION
LINCOLN, NEBRASKA**

ARTICLE I NAME

The name of this corporation is Willard Community Center, a corporation

ARTICLE II PURPOSE

Section 1.

To operate exclusively for social, recreational or educational purposes and other community related activities through programming conducted by the professional staff under the direction of the Board of Directors of the Corporation for the benefit of the citizens of Lancaster County and more specifically for the residents of the West “A” area.

Section 2.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under section 501 (c) (3) or Section 501 (c) (4), as applicable, or the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended (the “Code”), or (ii) a corporation, contributions to which are deductive under Section 170 (c) (2) of the code.

ARTICLE III BOARD OF DIRECTORS & OFFICERS

Section 1. Eligibility and Authority

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Number and Qualification

The business and affairs of the corporation shall be managed by a Board of Directors consisting of no more than 20 directors. Although the number and qualifications of the directors may be changed from time to time by amendment to these bylaws, no change shall affect the incumbent directors during the terms for which they were elected. The number of directors and the duration of their terms may be changed by the vote of a majority of the directors in office. A quorum of all duly called meetings of the Board of Directors shall be 6 Board of Directors. A two thirds vote of the current total number of Board of Directors is required to remove an officer or to change the bylaws or articles of incorporation.

Section 3. Election & Term

All elected members of the Board of Directors shall serve for three (3) years. No elected member of the Board of Directors shall serve for more than three (3) consecutive terms and are nominated through a standing committee of the membership of the Board of

Directors. Each board member will hold office until his or her successor is qualified and has been duly elected.

Section 4. Officers

The officers of this Corporation shall be Chair, Vice Chair, Secretary and Treasurer all of whom shall be members of the Board of Directors.

Section 5. Election and Term of Officers

The officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meetings, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors.

Section 6. Resignation of Board Members and/or Officers

A Board Member or Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 7. Vacancies

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

Section 8. Chair

The Chair shall preside over all meetings of the Board of Directors and Executive Committee meetings. The chair will be a member of all committees. He/she will direct and supervise all activities of the Board and duties designated by the Board of Directors. He/she shall appoint standing and special committees as needed. He/She shall have such authority and shall perform such duties as usually pertains to his/her office.

Section 9. Vice Chair

The Vice Chair shall, in the absence of, or at the request of, the Chair, perform the duties and exercise the authority of the Chair. He/she shall have such authority and shall perform such duties as usually pertains to his/her office. The Vice Chair shall automatically assume the Chair whenever the position of Chair is vacant.

Section 10. Secretary

The Secretary shall keep minutes of all Board of Directors meetings and Executive Committee meetings. He/she shall have such authority and perform such duties as usually pertains to his/her office to include notice of all meetings of the Board of Directors and authenticates records of the corporation.

Section 11. Treasurer

The treasurer may work with the Executive Director and independent Accountant to prepare audit reports. The treasurer shall present the audit reports to the Board of Directors for a vote of approval. He/She shall present to the Board of Directors an itemized monthly financial statement including all income and expenditures. The Treasurer shall prepare or have prepared a financial report for the past fiscal year which will be presented to the Board of Directors and the public at the annual meeting.

Section 12. Compensation

No officer or Board of Director of the Corporation shall receive directly or indirectly any salary, compensation, or any remuneration from the corporation for acting in his capacity as officer or Board member.

Section 13. Removal of Board Members and/or Officers

Any officer elected or appointed by the Board of Directors may be removed by two thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 14. Honorary Board Members

The board may elect Honorary Board Members as the need arises. Honorary Board Members will not be eligible to vote and as such will not be counted as necessary to meet a quorum.

ARTICLE IV ANNUAL MEETING

Section 1.

The annual meeting of the Corporation shall be held in the month of April at a time, date and place as determined by the Executive Committee for the purpose of electing members to the Board of Directors and for such other business as may come before the meeting.

Section 2.

Notice of the annual meeting shall be given not less than (10) days prior to the meeting stating the date, time, and place as determined by the Executive Committee. Notice will be posted on the web site and at the Willard Community Center.

Section 3.

Special meetings may be called by the Chair or at the request of any three (3) members of the Board of Directors. Notice of such meetings will be given at least ten (10) days prior to the meeting in the same manner as general meetings. The notice of a special meeting shall state the purpose of the meeting and shall be limited to the subject in the call.

ARTICLE V MEETINGS

Section 1.

Members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members of the Board of such meetings and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meetings shall be circulated to all members of the Board.

Section 2.

Special meetings of the Board of Directors may be called orally or in writing by the Chair or upon request of three (3) Directors. Notice of such meetings shall be given to the Board of Directors two (2) days ahead of time unless notice is waived in writing by the members.

Section 3.

Notice of all regular meetings of the Board of Directors shall be given to each Director at least two (2) days prior to the meeting stating the date, time, and place of the meeting along with the meeting agenda and will be posted at the Willard Community Center.

Section 4.

The general public is welcome to attend all Board of Directors meetings. This section shall not preclude the Board of Directors from convening in Executive Session under circumstances provided by the Nebraska Open meetings Law.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1.

The Board of Directors of this Corporation shall employ an Executive Director who shall be responsible for the administration of the daily affairs and operations of the Corporation as defined in the job description in the Personnel Policies and in accordance shall perform such duties as the Board of Directors may delegate. The Executive Director will be the principal Executive Officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. He/She may sign, 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 is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he/she will perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2.

The Executive Director serves under the direction of the Board of Directors.

Section 3.

The Executive Director shall employ staff within the Board of Directors approved budget.

Section 4.

The Executive Director will administer resources of the Corporation as directed by the Board of Directors.

Section 5.

The Executive Director shall submit a monthly report as well as an annual report to the Board of Directors.

Section 6.

The Chair and the Executive Director shall set the agenda for each scheduled Board of Directors meeting.

ARTICLE VII COMMITTEES

Section 1.

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Board of Directors. Their duties shall be to administer the affairs of the Corporation in the intervals between the Board of Directors meetings. The Executive Committee shall report to the Board of Directors at the next scheduled Board of Directors meeting.

Section 2.

All standing and special committees of the Corporation and their chairman (exclusive of the Executive Committee) shall be appointed by the Chair of the Board of Directors with the approval of the other members of the Board and shall report as requested.

Standing Committees:

- a) The Executive Committee deals with the following: evaluating Executive Director, evaluating policies as needed as well as reviewing and updating the by-laws. The full board should always validate decisions made by the Executive Committee.
- b) Finance and Audit Committee shall review the budget prepared by the Executive Director for the fiscal year. The treasurer shall be a member of this committee. The committee shall be responsible for oversight and review of the audit of the finances of the corporation made annually by a Certified Public Accountant at the end of each calendar year.
- c) Personnel Committee shall be responsible for the review of staff, and personnel policy annually or as needed.

Special Committees

Special committees may be appointed by the Chair of the Board of Directors with the approval of the other members of the Board when special needs arise.

ARTICLE VIII PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall govern the proceedings of the Corporation in the case of dispute or where not provided in the By-laws.

ARTICLE IX AMENDMENTS TO THE BY-LAWS

Amendments to the bylaws must first be approved by the Board of Directors and then adopted by a 2/3 vote at a Board of Directors meeting, called for the purpose of the adoption of the amended bylaws. The bylaws and amendments will be made available to all voting members upon request.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XI COMMITMENT TO AFFIRMATIVE ACTION

To Further Affirmative Action in accordance with the Equal Opportunity Act of 1972, it is the expressed policy of Willard Community Center to lend full support to a policy of nondiscrimination and equal opportunity within all areas of the Center.

The Center will take affirmative action to insure that it will (1) recruit, hire, train, and promote people as employees, members, directors, and participants, without regard to race, color, religion, creed, sex, age, natural origin, ancestry, physical or mental handicap or marital status; (2) base decisions on employment, membership and participation in or for the Center so as to further the opportunity; (3) insure that all personnel actions such as hiring, firing, promotion, demotion, transfer, training, layoff, compensation and benefits, education and tuition assistance will be administered without regard to race, color, religion, sex, creed, natural origin, ancestry, physical or mental handicap or marital status.