

**BY-LAWS OF THE ARAPAHOE CHAMBER OF COMMERCE
(Modernized 2026)**

ARTICLE I – Offices

The principal office of the corporation shall be located in the City of Arapahoe, County of Furnas, Nebraska. The corporation shall maintain a registered office and registered agent in the State of Nebraska as required by law. The registered office or agent may be changed by resolution of the Board of Directors.

ARTICLE II – Members

1. Classes of Members

The corporation shall have one (1) class of members.

2. Eligibility

Members may be individuals, partnerships, associations, or corporations engaged in business, professions, agriculture, or nonprofit activity in or near Arapahoe and interested in the advancement of the community.

3. Voting Rights

Each member in good standing is entitled to one (1) vote on matters submitted to the membership, including the election of directors.

ARTICLE III – Meetings of Members

1. Annual Meeting

The Annual Meeting of the members shall coincide with the regular membership meeting in September each year for the purpose of electing directors and conducting other lawful business.

2. Regular Meetings

Regular membership meetings shall be held monthly at a time and place determined by the Board of Directors.

3. Special Meetings

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by not less than one-tenth (1/10) of the voting members.

4. Notice of Meetings

Written notice of the Annual Meeting and any election of directors shall be provided to members not less than two (2) days prior to the meeting. Notice shall include information regarding the voting process, including any in-person, proxy, or electronic voting options authorized by the Board.

5. Voting Methods

- a. Members entitled to vote may cast their vote in person at the Annual Meeting or by electronic ballot, provided such electronic voting is authorized by the Board of Directors and conducted in a manner that reasonably ensures vote integrity, accuracy, and member eligibility.
- b. If electronic voting is authorized, the Board shall establish the voting window. Electronic voting shall close prior to the commencement of the Annual Meeting so that results may be combined with in-

person votes and announced at the meeting.

- c. Each member is entitled to one (1) vote per open director seat, regardless of voting method.

6. Quorum

Members present in person at the Annual Meeting shall constitute a quorum for the transaction of business, including the election of directors.

7. Proxies

Members may vote by proxy executed in writing by the member or authorized representative. No proxy shall be valid for more than eleven (11) months unless otherwise specified in the proxy.

8. Nominations and Elections

- a. Members may submit self-nominations or nominate other eligible members for director positions prior to the Annual Meeting in a manner and timeframe established by the Board.
 - b. All nominees must meet the eligibility requirements set forth under Article II - Members and must confirm willingness to serve if elected.
 - c. The Board may review nominees solely to confirm eligibility and willingness to serve; the Board shall not unreasonably exclude qualified nominees.
 - d. Directors shall be elected by a plurality of the votes cast by members participating in the election.
 - e. Multiple Seats with Different Term Lengths
 - i. In any election where more than one director seat is open and the seats have different term lengths (e.g., two-year vs. three-year), the Board shall designate each open seat with its respective term.
 - ii. Members may submit nominations for a specific seat or indicate that the nominee may serve in any available seat.
 - iii. Voting shall be conducted separately for each seat so that each term length is filled according to the votes cast.
 - iv. In the event that a nominee is eligible for multiple seats and receives enough votes to fill more than one, the Board shall assign the nominee to the seat as designated by the highest vote total or as otherwise determined by the Board prior to the election, ensuring that all term lengths are properly filled.
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ARTICLE IV – Board of Directors

1. General Powers

The affairs of the corporation shall be managed by the Board of Directors.

2. Number, Qualifications, and Tenure

- a. The Board shall consist of seven (7) voting directors.
- b. Eligibility - Directors must:
 - i. Be members of the corporation in good standing throughout their term
 - ii. Be at least eighteen (18) years of age
 - iii. Be willing and able to fulfill the fiduciary duties of a nonprofit director, including regular meeting attendance

iv. Disclose any potential conflicts of interest and comply with the corporation's conflict of interest policy

c. **Continued Eligibility During Term -**

Directors must continue to meet the eligibility requirements set forth in these by-laws for the duration of their term. If a director ceases to meet the eligibility requirements due to a change in employment, business ownership, or business status, the director may maintain eligibility by qualifying as an individual member in good standing, provided such qualification is obtained promptly. If the director does not maintain eligibility as a member in good standing, the director seat shall be deemed vacant and filled in accordance with Article IV, Section 8.

d. Directors shall be Nebraska residents unless otherwise permitted by law.

e. Terms shall be staggered, consisting of two-year and three-year terms, as determined by the Board to ensure continuity.

f. Directors shall serve for the duration of their elected term. Upon expiration of a director's term, service shall conclude unless the director is re-elected or temporarily extended in accordance with these by-laws to ensure continuity of governance.

3. **Regular Meetings**

Regular meetings of the Board shall be held at times and places determined by the Board.

4. **Special Meetings**

Special meetings of the Board may be called by the President or by any two (2) directors.

5. **Quorum**

A majority of the voting directors then in office shall constitute a quorum.

6. **Manner of Acting**

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater vote is required by law or these by-laws.

7. **Compensation**

a. Directors shall receive no compensation for their services but may be reimbursed for reasonable expenses approved by the Board.

b. The Secretary/Treasurer may receive a stipend or payment for performing duties of that office, as determined and approved by the Board.

8. **Vacancies**

Any vacancy on the Board may be filled by a majority vote of the remaining directors for the unexpired term.

9. **Attendance and Vacancies Due to Absence**

A director seat shall be deemed vacant after three (3) consecutive unexcused absences, unless the Board votes otherwise.

10. **Emergency or Low Board Membership**

In the event the number of directors falls below the minimum required by law or these by-laws and a quorum cannot be achieved:

- Expiring directors may be requested to temporarily extend service until successors are seated
- Remaining directors may appoint eligible members to fill vacancies to the extent permitted by law

- The Board shall actively solicit nominees from the membership
 - Remaining directors may take reasonable actions necessary to protect the corporation and maintain essential operations, subject to later ratification when quorum is restored
 - All actions shall be documented in the Board minutes
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ARTICLE V – Officers

1. Officers

The officers of the corporation shall include a President, a Vice President and a combined Secretary/Treasurer.

2. Election and Term

Officers shall be elected by the Board of Directors from among the sitting voting directors. Officers shall serve two-year terms. Officer terms shall begin on January 1 following the election of directors and shall end at the conclusion of the two-year term, regardless of whether a successor has been elected.

All officers must remain eligible voting Directors for the duration of their service. No officer may serve beyond the expiration of their term as a Director. If an officer's Director term expires prior to the completion of an officer term, the officer position shall conclude concurrently with the Director term and be filled in accordance with these bylaws.

3. Vacancies

Any vacancy in an officer position may be filled by the Board for the remainder of the term.

4. President

The President shall be the principal executive officer of the corporation, preside at meetings of the members and Board, and perform such duties as assigned by the Board.

5. Vice President

Vice President shall perform duties assigned by the President or Board and may act in the absence of the President.

6. Secretary/Treasurer

The Secretary/Treasurer shall keep accurate minutes and records, oversee corporate filings, manage funds, and report to the Board. The Secretary/Treasurer shall not have a vote on Board matters.

ARTICLE VI – Committees

1. The Board may establish committees consisting of two (2) or more directors with authority as delegated by the Board, subject to limitations of law.
2. Other committees may include non-directors and shall be appointed by the President and subject to removal by the Board.
3. Committee members shall serve until the next Annual Meeting or until replaced.

ARTICLE VII – Contracts, Checks, Deposits, and Funds

1. The Board may authorize officers or agents to execute contracts on behalf of the corporation.
 2. Checks and drafts shall be signed by officers or agents authorized by Board resolution.
 3. All funds shall be deposited in financial institutions selected by the Board.
 4. The Board may accept gifts, grants, and contributions consistent with the corporation’s mission.
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ARTICLE VIII – Books and Records

The corporation shall maintain accurate books of account and minutes of all meetings. Members may inspect records for proper purposes as permitted by law.

ARTICLE IX – Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE X – Dues

1. Annual dues shall be established by the Board of Directors.
 2. Dues are payable by January 31.
 3. Membership may be terminated for nonpayment of dues by action of the Board.
 4. Resignation and Refunds
 - a. Membership dues are assessed on an annual basis and are non-refundable.
A member who resigns, ceases operations, or otherwise withdraws from the corporation prior to the end of the membership year shall not be entitled to a prorated refund of dues paid, except in extraordinary circumstances as may be approved by a majority vote of the Board of Directors.
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ARTICLE XI – Corporate Seal

The corporation may maintain a corporate seal as determined by the Board.

ARTICLE XII – Waiver of Notice

A written waiver of notice signed by a person entitled to notice shall be deemed equivalent to notice.

ARTICLE XIII – Amendments

These by-laws may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided written notice of the proposed amendment is given at least two (2) days in advance.

ARTICLE XIV – Annual Governance

Calendar

Month	Action	Who Votes	Notes
August	Nominations for open director seats open	—	At August member meeting, open seats announced and nominations open. Nominations close day before September board meeting.
September	Elect Directors	Membership	Each open director seat is designated with its term length (e.g., 2-year, 3-year). Members vote separately for each seat so that all term lengths are properly filled.
October	Elect Officers	Board	Officers elected from among sitting directors. Terms begin January 1.
January 1	Terms Begin	—	Newly elected directors and officers assume full responsibilities.

ARTICLE XV – Current Board Transition (2025–2026)

Role	Name	Joined	Term End	Term Seat	Officer/Notes
Director	Megan	2021	2026	2 Year (A)	President 2025-2026
Director	Katie *mid-term appointment	2026	2026	3 Year (B)	Voting Director
Director	Shannon Helms	2022	2027	3 Year (C)	Voting Director
Director	Carrie	2022	2027	3 Year (D)	Voting Director
Director	Paige	2022	2027	2 Year (E)	Voting Director
Director	Nikki	2024	2028	3 Year (F)	Voting Director
Director	Angel	2024	2028	3 Year (G)	Voting Director
Secretary/Treasurer	Shannon Harmon	2023	Ongoing	Ongoing	Appointed by Board

Term Seat	Term End Cycles					
A = 2 Year	2026	2028	2030	2032	2034	2036
B = 3 Year	2026	2029	2032	2035	2038	2041
C = 3 Year	2027	2030	2033	2036	2039	2042
D = 3 Year	2027	2030	2033	2036	2039	2042
E = 2 Year	2027	2029	2031	2033	2035	2037
F = 3 Year	2028	2031	2034	2037	2040	2043
G = 3 Year	2028	2031	2034	2037	2040	2043

Election Cycle – Seats Up For Election Each Year			
2026	A B		2035 B E
2027	C D E		2036 A C D
2028	A F G		2037 E F G
2029	B E		2038 A B
2030	A C D		2039 C D E
2031	E F G		2040 A F G
2032	A B		2041 B E
2033	C D E		2042 A C D
2034	A F G		2043 F G E

Appendix A – Election & Term Flowchart (Non-Binding Reference)

Arapahoe Chamber Board Election & Term Flowchart

August – Pre-Annual Meeting

1. **Board prepares slate of director candidates**
 - Current directors whose terms are expiring indicate willingness to serve again.
 - Open seats posted to membership.
 - Members may **self-nominate or nominate others**.
 2. **Deadline set for nominations** (usually a week or two before September meeting).
 3. **Board finalizes slate** and shares with members.
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September – Annual Membership Meeting

1. **Election of Directors**
 - Members vote on the final slate.
 - Quorum: members present at the meeting (or by proxy).
2. **Results announced**
 - Newly elected directors are informed of term start (January 1).
 - Any current director re-elected stays on but **term reset as appropriate**.

Note: No officer elections occur yet. Directors assume full voting rights **January 1**.

October – Officer Election

1. **Board of Directors elects officers** from among the sitting directors:
 - President
 - Vice President
 2. Officers' **terms begin January 1**.
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January 1 – New Term Begins/ Budget & Planning

1. Newly elected directors assume full responsibilities and voting rights.
 2. Newly elected officers take office.
 3. Any vacated positions from outgoing directors or officers are officially closed.
 4. **Board conducts annual budget meeting**
 5. Strategic planning, committees, or other operational matters may be addressed.
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Ongoing

- **Board meetings:** 2nd Monday of each month
 - **Member meetings:** 3rd Tuesday of each month
 - **Annual meeting:** Coincides with September Member meeting
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CERTIFICATION OF ADOPTION

These By-Laws were adopted by a majority vote of the Board of Directors of the Arapahoe Chamber of Commerce at a duly called meeting on **February 9, 2026**, and supersede all prior bylaws and amendments thereto, including those adopted in 1993.