



**YORK COUNTY
DEVELOPMENT CORPORATION**

BY-LAWS

BYLAWS
OF
YORK COUNTY DEVELOPMENT CORPORATION

ARTICLE I

REGISTERED OFFICE

The registered office of the corporation is 601 North Lincoln Avenue, York, Nebraska 68467. The corporation may establish other offices as may be determined by the Board of Directors.

ARTICLE II

MEMBERS

- A. Membership. The initial membership of this corporation shall consist of those persons who are Directors of the corporation. Thereafter, the membership in the corporation shall be made up of persons, businesses, entities and organizations interested in supporting the purposes of the corporation by annually contributing their funds and devoting their efforts to the furtherance of the purposes of the corporation. Any person or entity paying dues of \$100.00 or more per year shall be a member of the corporation. Membership dues shall be billed on an annual, semiannual, quarterly or monthly basis at the request of any member.

- B. Termination of Membership. Any member who fails to pay dues when due shall be terminated as a member as of the last day of the calendar year, for which the dues were last fully paid.

- C. Dues. Members shall pay dues annually, semiannually, quarterly or monthly in one of six tiers, those being:

TITANIUM MEMBERS - \$5,000 Per Year or more
DIAMOND MEMBERS - \$2,500.00 - \$4,999.99 Per Year
PLATINUM MEMBERS - \$1,500.00 - \$2,499.99 Per Year
GOLD MEMBERS - \$1,000.00 - \$1,499.99 Per Year
SILVER MEMBERS - \$250.00 - \$999.99 Per Year
BRONZE MEMBERS - \$100.00 - \$249.99 Per Year

Each \$1,000 of annual investment will provide one voting seat on the Board of Directors.

- D. Rights of Members. Each member shall be entitled to one (1) vote on each matter submitted to a vote of members. Votes may be cast in person or by a proxy possessing adequate written authority. No member shall be entitled to share in the distribution of corporate assets upon the dissolution of the corporation.
- E. Annual Meetings. The annual meeting of the members of the corporation shall be held at such place as is determined by the Board of Directors or its Executive Committee during the first quarter of each calendar year, for the purpose of electing Directors and to transact such other business as may properly come before any such meeting.
- F. Notice of Meetings. Written notice stating the time, day and hour and place of all annual meetings of the members shall be given by or at the direction of the President or Secretary to each member then in good standing as shown by the records of the corporation by mail not less than ten (10) nor more than fifty (50) days prior to the meeting.
- G. Quorum. One-fifth of the outstanding members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the outstanding members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

ARTICLE III.

DIRECTORS

- A. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, which shall have and shall exercise all of the powers of the corporation subject to the limitations imposed by the Articles and by these Bylaws. All

Directors, other than Ex-officio Directors, must be Gold, Platinum, Diamond or Titanium Member if sole proprietors or an officer, director, partner, member or employee of any entity, which is a Gold, Platinum, Diamond or Titanium Member.

- B. Number. The number of Directors on the Board of Directors from the Silver & Bronze Membership tier shall be six (6) members. Each year two (2) Directors for a term of three (3) years each shall be elected from those members maintaining Silver or Bronze Membership. In addition thereto, all Gold, Platinum, Diamond or Titanium Memberships shall be entitled to be a Director of the corporation if individuals or if businesses, political subdivisions or entities to appoint an officer, director, partner, member or employee to serve as a Director. Ex-officio Directors, without voting privileges, shall be the president of the Greater York Area Chamber of Commerce and Ex-officio Directors, with voting privileges, shall be a representative of each of the incorporated villages or cities in York County, Nebraska if the annual requested investment has been committed and York County. If any of the ex-officio members pays dues sufficient to be a Gold Member and vis a vis appoint a Director they shall have no right to appoint another Ex-officio Director.
- C. Election; Term. Regular elections of Directors of the Corporation shall be at the annual meeting each year to be held during the first quarter of each calendar year and their terms shall be as provided in these Bylaws, except that a vacancy on the Board of Directors whether created by the death, resignation, or removal of a Director may be filled at any time by the President appointing a new Director subject to the approval of the majority of the Directors voting at a meeting at which a quorum is present. Directors so elected shall take office at the next regularly scheduled meeting.
- D. Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the first quarter of each calendar year without other notice than these Bylaws immediately following the annual meeting of members, for the purpose of electing officers of the corporation. The Board of Directors shall meet bimonthly on a regular ongoing basis and may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. A telephonic meeting shall meet the requirements of this section.
- E. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President, Immediate Past President, Vice President, Secretary, Treasurer or any two Directors. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.
- F. Notice. Notice of any special meeting shall be given by mail posted at least three days prior to such meeting, or personally delivered or transmitted by electronic facsimile or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic facsimile or e-mail, such notice shall be deemed to be delivered when there is confirmation the electronic facsimile has been properly transmitted. 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 convened. Any business may be transacted at any Directors' meeting, of which notice has been given, and at any meeting at which a majority of all Directors are present, whether or not notice or waiver thereof has been given.

- G. Chairman. The President, or in his absence, the Vice President, or in the absence of both of them, the Chairman chosen by the Directors present, shall preside at all meetings of the Board of Directors.
- H. Quorum. One-fifth of the Board of Directors of the Corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of the Board of Directors. If less than a majority of the outstanding Directors are represented at a meeting, a majority of the Directors so represented may adjourn the meeting from time to time without further notice.
- I. 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.
- J. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this corporation in all cases to which they are not inconsistent with the Bylaws, Articles of Incorporation, and any special rules of order adopted by this corporation.

ARTICLE IV.

OFFICERS

- A. Number. The officers of the corporation shall be a President, a Vice President, Secretary, and Treasurer each of whom shall be elected by the Board of Directors.
- B. Election and Term of Office. The President, Vice President, Secretary, and Treasurer of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of President, Vice President, Secretary, and Treasurer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each office shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- C. Subordinate Officers. The Board of Directors from time to time may appoint subordinate officers, except Assistant Treasurers, each of whom shall hold office at the pleasure of the Board of Directors or for such term as the Board of Directors may designate. The Board of Directors may delegate to any officer the power to appoint any such subordinate

officers and to prescribe their respective authorities, duties, and terms of office. Until notified otherwise by the Board of Directors the Executive Director of the Corporation shall be responsible for the day-to-day administration of the Corporation's business affairs, who shall be appointed by action of the Board of Directors.

- D. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office the President, Vice President, Secretary, Treasurer or any subordinate officer, and at any meeting may accept the resignation of any officer of the corporation.
- E. Vacancies. Any vacancies occurring in the office of President, Vice President, Secretary, or Treasurer by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term of the Board of Directors at a special meeting called for such purposes, but such vacancies need not be filled until the first annual meeting of the Board of Directors subsequent to the vacation of the office, if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.
- F. President. The President shall be the chief executive officer of the corporation and, subject to the direction and under the supervision of the Board of Directors shall have general charge of the business affairs and property of the corporation and control of its several officers. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to the President by these Bylaws or the Board of Directors. No person shall serve as President without first having served a full term on the Executive Committee. If unforeseen circumstances prevent any member of the Executive Committee from taking the office of President, the Board of Directors shall elect a President from a slate of qualified candidates submitted by the nominating committee.
- G. Vice President. At the request of the President, or in his absence or disability, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned to the Vice President by these Bylaws, the Board of Directors, or the President.
- H. Secretary. It shall be the duty of the Secretary to ensure that an accurate record of accounts and proceedings of all Directors' meetings is kept; to give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws; and assist in keeping its correspondence. The Secretary shall have such other powers as are usually incident to the office or as from time to time may be assigned to the Secretary by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Secretary to Assistant Secretaries.
- I. Treasurer. It shall be the duty of the Treasurer to assist in the keeping of the books of account of the corporation. The Treasurer shall have custody of the corporation's funds; keep full and accurate accounts of all receipts and disbursements of the corporation, an

inventory of assets, and a record of liabilities of the corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the corporation as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have such other powers as are usually incident to the office or as from time to time may be assigned to the Treasurer by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to Assistant Treasurers.

- J. Executive Director. The Board of Directors of the Corporation is granted authority and directed to employ an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall be the chief administrative officer of the Corporation, subject to orders, resolutions and policies of the Corporation and at the direction of the President not in conflict with any resolutions and policies of the Corporation as established by the Board of Directors.

ARTICLE V.

EXECUTIVE COMMITTEE

- A. Members of Executive Committee. The corporation shall have an Executive Committee consisting of the President, Immediate Past President and the Immediate Past President from the Previous Year, Vice President, Secretary, Treasurer, a representative of the York County Commissioners and a representative of the City of York. The President shall be the chairperson of the Executive Committee.
- B. Powers of Executive Committee. The Executive Committee shall have and may exercise the powers of the Board of Directors and the management of the affairs of the corporation in the interim between meetings of the Board of Directors. It shall not be necessary for the Executive Committee to organize as such, but it shall be proper for the members thereof to act by writing, signed without meeting. The Executive Committee shall not have the authority of the Board of Directors to alter or amend any Bylaws, Articles of Incorporation or the sell, lease, exchange or mortgage all or substantially all of the assets of the corporation.

ARTICLE VI.

NOMINATING COMMITTEE

- A. Members. The Nominating Committee shall consist of the members of the Executive Committee, and in addition thereto, one member at-large from each of the membership classifications, as appointed by the President.
- B. Responsibilities. The Nominating Committee shall submit to the Board of Directors in advance of the annual meeting nominations to the Board of Directors. Nominations for Directors can be filled by the Board of Directors. Nominations for Directors can be made by members at any annual meeting and Directors may make nominations for any office to be filled by the Board of Directors.

ARTICLE VII.

OTHER COMMITTEES

The Board of Directors shall have full power to constitute such other committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the corporation. The members of such committees need not be Directors of the Corporation. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of the corporation shall end on December 31 of each year hereafter.

ARTICLE IX.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X.

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted

by law.

ARTICLE XI.

CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent 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 a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount. All checks drawn on any account of the corporation or withdrawals from any other account of the corporation must be signed by two officers of the corporation, one of whom may be the Executive Director.

ARTICLE XII.

VOTING STOCK OWNED BY THE CORPORATION

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE XIII.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings of pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon dissolution or winding up of the affairs of the

corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

ARTICLE XIV.

INVESTMENTS

The corporation shall have the right, subject to any restrictions contained in the Articles and these Bylaws, to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XV.

AMENDMENT OF BYLAWS

Upon ten days written notice, the Bylaws may be amended by resolution of the Board of Directors, adopted by vote of a majority of the Directors present at any regular or special meeting, or by unanimous written consent of the Board of Directors.

I hereby certify that the above and foregoing Bylaws were adopted by action of a majority of the initial Board of Directors taken on February 3, 1997.

Don Witte

President

Amended: September 24, 1999

Jerry Elfring

President

Amended: May 3, 2002

Bill J. Scheve, Jr.

President

Amended: September 20, 2002

Bill J. Scheve, Jr.

President

Amended: June 20, 2003

Don Freeman

President

Amended: September 19, 2003

Craig Vincent
Vice President

Amended: July 30, 2004

Craig Vincent
President

Amended: December 17, 2004

Craig Vincent
President

Amended: January 19, 2011

Matt Spangers
President