

**AMENDED BY-LAWS
OF
COMMUNITY ACTION PARTNERSHIP OF MID-NEBRASKA**

Amended March 20, 1997
Amended February 25, 1999
Amended November 11, 1999
Amended November 21, 2002.
Amended February 24, 2005.
Amended June 19, 2008
Amended January 22, 2009
Amended July 7, 2011
Amended February 25, 2013
Amended April 23, 2015
Amended September 24, 2015

ARTICLE I: IDENTIFICATION

Section 1 - Name: The name of the Corporation shall be Community Action Partnership of Mid-Nebraska.

Section 2 - Authority and Powers: This Corporation is organized under the authority of the Nebraska Non-profit Corporation Act of the statutes of the State of Nebraska. This Corporation shall have all the powers enumerated in Section 21-1904 of the Revised Statutes of Nebraska, including, but not limited to, the power to have and exercise all powers necessary or convenient to affect the purposes for which the Corporation is organized.

Section 3 - Offices: The Corporation shall have, and continually maintain in the Secretary of State's office, State of Nebraska, a registered office and a registered agent, whose office is identical with such registered office, as required by the Nebraska Charitable Non-profit Corporation Act. The address for this Corporation shall be 16 West 11th Street, Post Office Box 2288, Kearney, Nebraska, 68848. The registered agent shall be Meredith Collins.

The principal office of the Corporation shall be located at 16 West 11th Street, Kearney, Buffalo County, Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time. The registered office may be, but need not be; identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: STATEMENT OF PURPOSE

Community Action Partnership of Mid-Nebraska has been incorporated and organized to provide service to the designated counties of Adams, Arthur, Buffalo, Chase, Clay, Dawson, Dundy, Franklin, Frontier, Furnas, Gosper, Grant, Harlan, Hayes, Hitchcock, Hooker, Kearney, Keith, Lincoln, Logan, McPherson, Nuckolls, Perkins, Phelps, Red Willow, Thomas, Webster in Nebraska and the counties of Norton and Phillips in Kansas, to develop, conduct, and administer a "community action program". Community Action Partnership of Mid-Nebraska shall carry out a "community action program" which (1) mobilizes and utilizes resources, public and/or private, to attack the conditions of poverty; (2) provides services, assistance and other activities of sufficient scope and size so as to promote and develop employment opportunities, job training, health services, vocational rehabilitation, housing, educational assistance, transportation, and other human services for the benefit of (a) low-income individuals and families; (b) elderly; (c) handicapped, and (d) other target

populations. The services, assistance and activities shall be conducted and administered with the maximum feasible participation of residents of the geographic area described herein, and members of the groups served. Services, assistance, and activities shall be designed to promote change for individuals, groups, and communities affected by the conditions of poverty, and to provide opportunity to reach sufficiency.

The above described geographic limits do not restrict Community Action Partnership of Mid-Nebraska, Inc. from operating and/or providing services in other counties where the Corporation may desire and is capable and able to affect contractual and/or other financial arrangements for provision of programs and/or services in extended counties or areas.

The Corporation is authorized to do everything necessary, proper, advisable, or convenient for, or in connection with, the accomplishment of the foregoing purposes, provided, however, that the Corporation shall not have or exercise any power, not engage in any activity that would prevent the Corporation from qualifying and continuing to qualify as a Corporation described in Section 501 (c)(3) of the Internal Revenue Code of 1954, and amendments thereto, as now or hereafter existing, and that no part of the assets or net earnings of the Corporation shall ever inure to the benefit of any member or private individual with the meaning of referenced section.

ARTICLE III: MEMBERS

There shall be members in the Corporation, consisting of one class of members. The Board of Directors of the Corporation shall determine the number of members. The Board of Directors shall also determine the rights and obligations of members and membership requirements, which shall be set forth in a written statement governing membership in the Corporation. Such statement shall be adopted and be amendable by the Board of Directors of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 - General Powers: The affairs and business of this Corporation shall be managed by a Board of Directors; and the Board of Directors, at a minimum, shall have the following powers: (a) appointment of the Executive Director of the Corporation; (b) determination of major personnel, fiscal and programmatic policies; (c) determination of overall program plans and priorities; (d) final approval of all program proposals and budgets; (e) enforcement of compliance with all conditions of grants and contracts issued to the Corporation; (f) determination of rules of procedure for the governing Board, subject to any conditions of funding sources; and (g) selection of Officers and Executive Committee of the Board

Section 2 - Membership: The Board of Directors shall consist of fifteen (15) members, to be selected in the manner set out. The Board of Directors may be increased as set out, or may be decreased as set out, but shall never exceed a total membership of twenty-seven (27) members. The Board of Directors' total membership shall always be divisible by three (3) to ensure equal representation from the three sectors.

Section 3 - Composition of the Board of Directors: The Board of Directors shall be constituted that:

(a One-third of its total membership shall be elected public officials, or their designated representatives, unless the number of such officials reasonably available or willing to serve is less than one-third of the total membership of the Board of Directors. If the governmental unit of any county or corporate area, as set forth in Article IV, Section 6, refuses, or neglects, to appoint a representative to this Corporation's Board of Directors, the Board shall, for the purpose of maintaining a full board membership, select another county (ies) to fill the vacant seat(s), giving consideration to the demographics of the area(s).

(b) At least one-third of its total membership shall consist of representatives of the low-income population in the area served, and must be chosen in accordance with democratic selection procedures adequate to insure that they are representatives of such low-income populations.

(c) At least one-third of its total membership shall consist of representatives of private interest and/or organizations, including, but not limited to Civic, professional, business, industry, labor, law enforcement, religious, welfare, education or other groups within the counties served.

(d). Composition of the Board of Directors (tripartite) structure as referenced in Section 3a, 3b, 3c, should include the following specialty areas: One member shall have a background and expertise in fiscal management or accounting; One member shall be an attorney familiar with issues coming before the board; and One member shall have background and expertise in early childhood education and development. If a suitable board member cannot be recruited within these specialty areas the board shall hire a consultant to work directly with the Board on these matters. Board composition will include the parents of children currently or formerly enrolled in a Head Start Program.

Section 4 - Terms of Membership: Each member of the Board of Directors selected to represent a specific geographic area must reside within the area he or she is to represent.

No person selected to serve on the Board of Directors under Article IV, Section 3 (b) and (c) shall serve on such Board of Directors for a period longer than three years, unless re-appointed or re-elected. The At-large Low-Income position as represented by Head Start Policy Council President will serve in conjunction with their term as elected.

Section 5 - Membership Areas: The following areas shall each be given three seats on the Board of Directors - one elected official representative, one private interest representative, and one low-income population representative. Methods for selection are set out as follows:

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| Platte Valley Area: | Counties of Adams, Buffalo, Kearney |
| Republican Valley Area: | Counties of Clay, Dawson, Franklin, Furnas, Gosper, Harlan, Nuckolls, Phelps, Red Willow, and Webster, and the Counties of Phillips and Norton in Kansas. |
| Western Area: | Counties of Arthur, Chase, Dundy, Frontier, Grant, Hayes, Hitchcock, Hooker, Keith, Lincoln, Logan, McPherson, Perkins, and Thomas. |

Section 5a – Membership Areas at Large: The following area shall be given six seats on the Board of Directors- two elected official representatives, two private interest representatives, and two low-income representatives.

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| Members at Large: | To be chosen at the discretion of the Board of Directors from any of the counties served by the corporation with the exception of one low-income representative (refer to Section IV.) |
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Section 6 - Selection of Public Officials and/or Their Designated Representatives: The selection of Board members as set forth in Article IV, ~~Section 3 (a)~~ 5 shall be in the following manner:

A governmental unit of a designated county (as set out in Article II) within this Corporation's given areas (as set out in Article IV, Section V) shall have the right to designate or select their respective representative to serve on this Corporation's Board of Directors as follows:

- (a) Platte Valley - one representative
- (b) Republican Valley Area - one representative
- (c) Western Area - one representative
- (d) Member(s) at Large - two representatives - the Board of Directors has the discretion to request any counties within the Corporation's service area to designate a representative from the public sector.

Section 7 - Identification and Selection of "Private" Interests and/or Organizations: Board members designated under Article IV, Section 3 (c) shall be appointed for three (3) years as a representative of the groups set forth below. The Board of Directors will seek representation from the following groups:

Civic, professional, business, industry, labor, law enforcement, religious, welfare, education or other groups within the counties served.

Nominations from this category will be reviewed and elected by the Board of Directors. Board members elected under this Section shall be selected from the following areas:

- (a) Platte Valley Area - one representative
- (b) Republican Valley Area - one representative
- (c) Western Area - one representative
- (d) Members at Large – two representatives. The Board of Directors shall, at their discretion, request a nomination of a private representative(s) from any of the counties served by the Corporation.

Section 8 - Selection of Representatives of the Low-Income:

Members of the Board of Directors, described and referred to in Article IV, Section 3 (b) Representatives shall be selected through a democratic process adequate to ensure that the individual represents low income individuals and families from the area and who reside in the area that they are to represent.

- (a) Platte Valley Area - one representative
- (b) Republican Valley Area - one representative
- (c) Western Area - one representative
- (d) Members at Large – two representative – One position will be reserved for the Head Start Policy Council President or Policy Council elected designee and will serve for a term of one year or their term of Policy Council election. The Board of Directors shall at their discretion, designate a county or counties to conduct a democratic selection for the second position.

Section 9 - Petition Rights of Other Groups for Representation on the Board of Directors: Representative groups of the low-income population or community agencies who believe themselves inadequately represented on this Corporation's Board of Directors may petition to the Board for representation.

The petition must be signed by at least seventy-five (75) percent of the members of the petitioning group. Within forty-five (45) days after receipt of petition, the Board of Directors of this Corporation shall grant the petitioners a hearing; and shall approve or disapprove the petition in writing, giving the Board's reason for such decision. If the Board votes to approve the petition, the Board shall, within forty-five (45) days of voting, make the necessary provisions to revise the composition of the Board of Directors to include representation of the petitioning group; and at the same time, remain in compliance with Article IV, Section 2.

Section 10 - Vacancies on the Board of Directors: Any vacancies occurring on the Corporation's Board of Directors shall be filled by the same process as the original selection, designation, and/or appointment; and an individual from the same classification and area must be selected, designated and/or appointed to serve the unexpired term in question. If the unexpired term is less than one hundred twenty (120) days, the vacancy may be left open until selection, designation, an/or appointment of a new Board member, or the Chairman of the Board may appoint a person to serve in the position, upon approval of two-thirds (2/3) of the total Board of Directors. If after following the process as outlined in the "Board Selection Procedure", recruitment of a suitable board replacement from the membership areas of Platte Valley, Republican Valley, and the Western Area is unsuccessful, the Corporation, with Board approval, may convert the designated membership area representative to an "At-Large member" for a period not to exceed that vacant position's designated term.

Section 11 - Regular Meetings: Regular meetings of the Board of Directors shall be set by the Board of Directors. All regular meetings, unless otherwise designated by the Board of Directors, shall be held at the Corporation's principal office, located at 16 West 11th Street, Kearney, Nebraska.

Section 12 - Special Meetings: Special meetings of the Board of Directors shall be held upon the call of the Board President, or in the case of the Board President being indisposed, the Vice-President. Written notice of all special meetings stating the place, time, date, and purpose of such meeting shall be mailed or delivered to each Board member at least three (3) days and not more than ten (10) days, prior to the meeting. The special meetings can be held through tele/video conference.

Section 13 - Quorum: One-half (2-) (1/2) of the total membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than one-half (2-) (1/2) of the Directors are present, a majority of those Directors may adjourn the meeting to another designated time without further notice. One-half (2-) (1/2) of the total membership shall be construed to mean One-half (2-) (1/2) of the Board's non-vacant seats.

Section 14 - 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 15 - Proxies: Proxy votes are allowed as follows:~~ **This section is being removed based on the Nebraska's Nonprofit Corporation Act which advises proxy voting only be used for "members of a corporation" not a full board of directors.**

~~(a) Written Proxy: A Board member may, in advance of a meeting, whether regular, special, or by tele/video conference, assign his/her vote to another Board member, either in total, or on specific issues.~~

~~Board members must send or fax such proxies to the Corporation's principal office in advance, and must inform such other Board members that he/she is giving his/her proxy to them. Board members receiving requests to~~

~~vote proxy's for another Board member need not accept responsibility for such proxy's if it is his/her wish not to do so. Board members must be in good standing regarding attendance at Board meetings in order to be able to assign a proxy.~~

~~(b) Telephone Proxy: If a quorum is not available at a meeting of the Board of Directors, the Chairman may telephone all absent Board members and request their votes via telephone. The Board Chairman and one other Board member must be on the line to verify identification and vote.~~

Section 15 - Informal Action by Board of Directors: Any action required by law to be taken up at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be approved and signed by a majority of the Directors.

Section 16 - Residence: If a Board member moves from, or ceases to be a resident of, the county and/or geographic area from which he or she was designated, selected, appointed and/or elected, he or she shall thereby automatically cease to be a Board member.

Section 17 - Removal: If a Board member is absent for three (3) consecutive regular monthly meetings, he or she shall be removed, unless the absence is excused. Any board member may be removed by the Board of Directors whenever, in their judgment, the best interest of the Corporation would be served. Such an action requires a 2/3 majority of all voting members of the Board of Directors. Any Board member removed for the any reason shall be notified by the Board President, in writing, of the action.

Section 18 - Open Meetings: All meetings of the Board of Directors shall be open to the public except for special Executive Board sessions. Visitors attending the Board meetings shall have the right to address the Board of Directors, such address must be reasonable in time, not repetitious in kind or nature, and allowing the President the opportunity to fit such discussion into the current agenda in a logical sequence.

Section 19 - Compensation: Although expense allowances for low-income individuals and reimbursements to all members of the Board for expenses are permitted, regular compensation to all members for their service on the Board is not permitted.

Section 20 - Conflict of Interest: No Member of the Board of Directors may participate in the selection, award, or administration of a contract in which any of the following would have a financial interest: The Board member, the board member's immediate family or a member of the same household, any partner of the board member, or a member of the board member's partner's immediate family or a member of the same household, or any organization or association in which the board member, his/her immediate family or member of the same household, or a partner of the board member, or a member of such partner's immediate family or member of the same household have a interest. This restriction also applies to any negotiations or arrangements concerning prospective contracts or contractual arrangements.

The following individuals are considered to have conflicts of interest and must not serve on the Board of Directors: immediate family members of employees, an officer or employee of an organization contracting to perform a component of the work program funded by federal or state funds; an agency employee paid from federal or state funds; an employee of the Nebraska Health & Human Services System.

Section 21 - Notification and Resolution of a Conflict of Interest: In the event that there is a conflict of interest, a Board member that has such a conflict should advise the President of Board of Directors that such a conflict exists. In the event the President has a conflict, he should make that conflict known to a member of the Executive Committee. The board member with the conflict must abstain from the voting and/or selection process. The member with the conflict must announce a conflict of interest to the full board if they wish to

participate in the discussion of the business item as a member of the general public and not as voting member of the board. If they do not wish to participate in the discussion, they must still abstain from the voting and/or selection process.

ARTICLE V: OFFICERS

Section 1 - Officers: The officers of this Corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as may be determined and elected by the Board of Directors. The Board of Directors may elect to appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable; such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may not be held by the same individual.

Section 2 - Election and Term of Office: The officers of this Corporation shall serve for a term of two years. Officers will be chosen at the annual meeting every other year by the Board of Directors; and shall hold office until their successors are elected and qualified.

Section 3 - Removal: Any officer, elected and/or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in their judgment, the best interest of the Corporation would be served thereby.

Section 4 - Vacancies: 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 - The President: The President shall be the principal executive officer of this Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, alone or with such other designee as authorized by the Board of Directors, all legal documents and/or other instruments which the Board of Directors has authorized to be executed; and, in general, he or she shall perform all duties incident to the office of 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 inability or refusal to act, the Vice-President shall perform the duties of the President; and so acting, shall have all the powers and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7 - The Secretary: The Secretary shall keep a true and complete record of the proceedings of such meetings; and shall perform such other duties as the Board of Directors may prescribe. The Board of Directors, at their option, may elect to have a Corporation staff member to record and keep a true and complete record of the proceedings of Board meetings, thus relieving the Secretary of these duties.

Section 8 - The Treasurer: The Treasurer shall have charge of and be responsible for all funds of the Corporation in a federally insured institution, to be designated by the Board of Directors, and shall keep all bank accounts in the name of the Corporation. He or she shall furnish at Board meetings, or whenever requested, a report of the financial condition of the Corporation; and shall perform such other duties as the Board of Directors may prescribe. The Board of Directors, at their option, may elect to have a Corporation staff member to prepare and present financial reports, thus, relieving the Treasurer of these duties.

Section 9 - Board Representative to Executive Committee: One additional Board Member duly elected, as the member-at-large, will serve on the Executive Committee.

ARTICLE VI: COMMITTEES

Section 1 - Executive Committee: The Executive Committee shall consist of President, Vice-President, Secretary, Treasurer, and one elected member-at-large as representative to the Executive Committee. The Executive Committee may be called on to make a determination in lieu of a full board session when “time is of the essence”, and a decision or commitment must be made that may not be achievable within the time frame of regularly scheduled board meeting. Such a decision or commitment must be ratified by a majority of the board at its next scheduled meeting. In the absence of an appointed committee (see Article VI, Section 2), the Executive Committee will function as the Board and Fiscal Oversight Committee, and others as required or deemed necessary.

Section 2 –Appointed Committees: The Board of Directors are hereby authorized to appoint in such manner as they shall determine, any committee or committees as they deem necessary or desirable in carrying out the purposes of the Corporation, and may assign to such committee or committees such duties as shall be determined by the Board of Directors.

Section 3 - Terms: All committees shall be appointed for terms of one year and/or duration of assigned task.

Section 4 - Quorum: Quorum for a committee meeting shall consist of fifty (50) percent of the total committee members.

Section 5 - Manner of Acting: The act of the majority of the committee members present at a committee meeting at which a quorum is present shall be the act and/or recommendation of the committee. Committee actions will not be considered final until ratification by Board of Directors.

Section 6 - Chairman: The President of the Board of Directors shall chair the Executive Committee. For appointed committees, one (1) member of each committee shall be selected by the President to act as chairman of the committee.

Section 7 - Vacancies: Vacancies in the membership of any committee shall be filled by appointment, made in the same manner as provided in the case of the original appointment(s) as prescribed in Article VI, Section 2.

ARTICLE VII: STAFF

Section 1 - Executive Staff: The Board of Directors shall hire an Executive Director or Chief Executive Officer to manage the affairs and activities of the Corporation; and that person shall have the power to select and/or appoint assistant staff director(s), project directors, and/or such other employees as is deemed necessary to conduct the business of the Corporation.

Section 2 - Duties: The Executive Director or Chief Executive Officer shall conduct and/or carry out all affairs and activities of the Corporation, subject to the policies and control of the Board of Directors.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS & GIFTS

Section 1 - Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver an instrument in the name of, or on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 2 - Checks: All checks, drafts, or other order for the payment of money, notes or evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by action and/or resolution of the Board of Directors. All checks, drafts, and/or orders must contain two (2) signatures and can be facsimile.

Section 3 - Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such federally insured bank, trust companies, or other depositories as the Board of Directors may designate.

Section 4 - Gifts: The Board of Directors may accept, on behalf of the Corporation, any contributions, bequests, or devises for the general purpose, or for any special purpose, of the Corporation.

ARTICLE IX: MISCELLANEOUS

Section 1 - Fiscal Year: The fiscal year of the Corporation shall begin on the first (1st) day of October and end on the last day of September in each year.

Section 2 - IRS 990 Report: The Corporation shall file annually a 990 Report with the Department of Internal Revenue Service; and the report shall be for the period above named.

Section 3 - Annual Audit: The financial records of the Corporation, involving funds from all sources, shall be audited annually by a certified public accountant designated and employed for such purpose by the Board of Directors. Copies of each annual audit shall be available for inspection by each member of the Board of Directors, as well as any interested agency, organization, or the general public.

ARTICLE X: AMENDMENT(S) TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors present at any regular meeting or a special meeting, if the number of board members present constitutes a quorum as defined in Article IV, Section 13. At least a thirty (30) day written notice must be given to each board member of the intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting.

The undersigned certify that the foregoing By-Laws were adopted as amended at the meeting of the representatives of the Board of Directors of this corporation on ~~April 23, 2015~~ **September 24, 2015.**

ATTEST:

Secretary

President