

**BYLAWS OF
PANHANDLE PARTNERSHIP, INC.**

ARTICLE I

OFFICES

The Principal office of the Corporation is in the State of Nebraska, 1517 Broadway Ste 106 Scottsbluff, NE 69361. The Corporation may have such other offices within the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time. The registered office of the Corporation 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

PURPOSES

The mission of the Panhandle Partnership, Inc. is to build collaboration among agencies, networks and the broader community to find innovative solutions to improve the quality of life of people and communities in the Panhandle.

The vision of the Panhandle Partnership, Inc. is Collective Impact for Thriving and Equitable Panhandle Communities.

The panhandle of Nebraska is defined as the following counties: Banner, Box Butte, Cheyenne, Dawes, Deuel, Garden, Kimball, Morrill, Scotts Bluff, Sheridan, Sioux.

The purpose of the Panhandle Partnership, Inc. is to

- Promote communication of area data, services and opportunities
- Conduct regional assessments
- Share resources and training
- Collaborate in creative planning
- Evaluate for regional impact and outcomes
- Prioritize and create regional goodwill
- Advocate for policy changes to meet the needs of our rural area

ARTICLE III

INFORMAL ACTION

Section 1. ACTION BY CONSENT

Any action required by these Bylaws, or any action which otherwise may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to notice of the meeting, with respect to the subject matter of such consent. Such consent will have the same force and effect as a unanimous vote. Actions by consent shall be ratified at the next meeting at which a quorum is present. Decisions that require action before a regular meeting may be approved by email or telephone or video conference vote of a majority of the board.

ARTICLE IV

MEMBERSHIP

Section 1. QUALIFICATION FOR MEMBERSHIP

- (A) The Panhandle Partnership is a broad-based collaboration, including but not limited to, citizens, service recipients, formal and informal service providers, elected officials, educators, school officials, businesses.
- (B) Individual membership in the Panhandle Partnership is open to any citizen residing in, or service provider employed in, the eleven counties of the Panhandle of Nebraska.
- (C) Organizational memberships are open to any formal (legally structured) or informal (volunteer based) networks, agencies, institutions, or groups which provide, or have an interest in the provision of services, in the Panhandle of Nebraska. Only one membership will be issued to each organization and only one vote will be recognized per each organization.

Section 2. MEMBERSHIP FEES

Membership fees shall be established by a vote of the membership at the annual meeting.

The Board of Directors may waive membership fees for any individual or organization where such fees present a hardship and would cause said individual or organization to be unable to participate.

Section 3. DUTIES OF MEMBERSHIP

Members shall attend meetings, serve on committees, provide overall direction to the activities of the corporation; keep the secretary advised of any and all changes in address, telephone number, and/or any other pertinent data; and ratify, through a general membership vote, and/or through participation in the design, development and management of the unified service delivery system which impacts the activities of organizational members and/or the delivery of services in local communities.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

- (A) The Annual Meeting of the members of the Panhandle Partnership commencing with the year 1998, shall be held in October at a place determined by the Board of Directors and designated in the notice of such meeting. The business transacted at such meeting will be the election of directors, receipt of an annual report of the activities of the organization, and any other business as shall be properly brought before the meeting.
- (B) In the event the annual meeting is not held at the time prescribed in Article V, Section 1.A., then the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be, and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or any three members of the Board of Directors, or shall be called by the president at the request of not less than one-tenth of all members of the Corporation entitled to vote at the meeting.

Section 3. REGULAR GENERAL MEMBERSHIP MEETINGS

Not less than two regular meetings of the general membership shall be held on an annual basis in addition to the Annual Meeting. Panhandle Partnership, Inc. staff shall establish an annual schedule of regular general membership meetings to be held in the Panhandle of Nebraska at a time and place,

which are convenient to the membership as determined by Panhandle Partnership, Inc. staff.

Section 4. NOTICE AND PURPOSE OF MEETINGS, WAIVER

Each member of record entitled to vote at any annual, special or regular general membership meeting shall be given notice of the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called. Such notice shall be delivered either via electronic mail or by mail, not less than ten (10) days and not more than fifty (50) days before the meeting. If mailed it should be directed to the member's address as it appears on the secretary's list unless the member shall have requested of the secretary in writing that notice intended for it be mailed to some other address, in which case the notice shall be transmitted to the address so designated. A member may waive notice of a meeting by attendance, either in person or at the meeting, or by so stating in writing either before or after such meeting.

Section 5. QUORUM

A quorum at all meetings of members shall consist of twenty-five percent (25%) of the members or (20) members, whichever is less. If this quorum cannot be met, a majority of the members represented may adjourn the meeting from time to time without further notice.

Section 6 VOTING

- (A) Members eligible to vote shall be either individuals or organizations whose dues are paid prior to the meeting except for the initial meeting.
- (B) Voting may be by voice, hand count, secret ballot, or by mailed ballot. Voting decision can be made through consensus. There will be no voting by proxy.
- (C) Each member shall have no more than one vote as to each matter submitted to vote at the meeting.
- (D) The election of directors shall be by ballot and, upon the demand of any member, the vote upon any question before the meeting. All elections shall be had, and all questions decided by a majority vote of the persons present in person or by mailed ballot if requested.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. POWERS

The management and administration of this corporation shall be vested in a Board of Directors, hereinafter referred to as the Board. The Board may hire such staff as needed to carry out Panhandle Partnership objectives.

Section 2. NUMBER

- (A) The number of elected Directors shall be no less than eleven (11). The Board shall represent a broad spectrum of the community, including but not limited to:
 - No less than three (3) and no more than six (6) representatives at large with at least one representative from the northern counties (Sioux, Dawes, Box Butte, Sheridan), central counties (Morrill, Scotts Bluff, Banner) and southern counties (Kimball, Cheyenne, Deuel, Garden).
- (B) A representative from one or both Public Health Districts. -
- (C) A nominating committee appointed by the Board shall endeavor to ensure all counties have the opportunity to be represented on the Board.
- (D) The number of Directors may be increased or decreased from time to time by an

amendment to these Bylaws. The number of Directors shall never be less than eleven (11).

Section 3. DUTIES OF DIRECTORS

Directors shall attend meetings of the Board or notify the president prior to the time of the meeting of a reason(s) for nonattendance; keep the secretary of the Corporation advised of any and all changes in the director's address, telephone number, email address and/or any other pertinent personal data; manage and administer the Panhandle Partnership, including, ensuring financial accountability, implementing policy and programs, planning and promoting progress toward the fulfillment of annual and long range goals as adopted by the membership.

Section 4. ELECTION AND TERMS OF OFFICE

Directors shall be elected at the Annual Meeting by the membership. Directors shall serve a three (3) year term. One third (1/3) of the Board shall be elected yearly at the annual meeting. The initial members of the Board of Directors shall have staggered terms with one third (1/3) of the members serving a one (1) year term, one third (1/3) serving a two (2) year term, and one third (1/3) serving a three (3) year term. Directors shall be eligible for re-election for one additional three (3) year term and may be elected for a new term after a one (1) year absence.

Section 5. QUALIFICATIONS

Each director shall be an employee of an organizational member or be an individual member of the Panhandle Partnership.

Section 6. CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any director shall be disclosed to the other Directors and the membership, and made a matter of record through an annual procedure to be established by Board action and the Members Code of Ethics. Any director having duality or possible conflict of interest shall not vote or use his/her influence on the matter in question. The minutes shall reflect such disclosure, abstention from voting and the quorum situation. The foregoing shall not be used to prevent a director from briefly stating his/her position on a matter, nor from answering pertinent questions of other directors.

Section 7. COMPENSATION

The Panhandle Partnership, having been chartered as a nonprofit corporation to be operated for the purposes described in Article II of these Bylaws, shall have no shareholders nor any capital stock to be shared. The director and officers shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for, and in the interest of the Corporation. Reimbursements policy must be approved in advance by the Board.

Section 8. INDEMNIFICATION

The Corporation shall indemnify any Director, officer or former Director or former officers of the Panhandle Partnership against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which (s)he is made a party by reason of being or having been a Director or Officer, except in relation to matters as to which he/she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the Panhandle Partnership.

Panhandle Partnership will carry Officers and Directors liability insurance.

Section 9. REMOVAL OF DIRECTORS

A member of the Board of directors may be removed from the Board for gross misconduct or by having more than two (2) consecutive unexcused absences annually by a majority of the general membership or a majority of the Board of Directors.

Section 10. REGULAR MEETINGS

Regular meetings of the Board are held on at least a bimonthly basis, the date and time as established by the Board at the first meeting following the annual general membership meeting.

Section 11. SPECIAL MEETINGS

Special meetings of the Board may be called at the request of the president or any three directors. The person or persons authorized to call special meetings may fix any place within the Panhandle of Nebraska as the place for holding the special meeting.

Section 12. NOTICE

Notice of any special meeting of the Board of Directors is given at least two days previously either by person, by mail, or by electronic mail. The business of any meeting or special meeting of the Board of Directors shall be specified in the notice of the meeting.

Section 13. QUORUM

The quorum for regular and special meetings of the Board of Directors shall be fifty-one percent of the Board of Directors.

Section 14. MANNER OF ACTING

The act of majority of the directors at a meeting in which a quorum is present shall be the act of the Board of Directors.

Section 15. PROXY

There shall be no proxy votes.

Section 16. PUBLIC MEETINGS

Meetings of the Board of Directors are open to the public except for Executive Sessions involving personnel matters, real estate, contracts, and legal matters.

Section 17. RESIGNATION OF DIRECTOR

Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the presiding officer of the Board of Directors, or the president or secretary of the Corporation. Resignation shall be effective when the notice is given, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date. Any director so elected by the Board of Directors shall hold office for the balance of the term of the director that he or she replaced.

Section 18. VACANCIES

Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, or any

other cause shall be filled by the majority vote of the remaining directors then in office, and each director so elected shall hold office for a term to expire at the same time as the term of the director whose vacancy he or she was chosen to fill, or until his or her death, resignation, or removal. If there are less than 51% of the required directors existing at the time of multiple vacancies, the vacancies shall be filled by a vote of the membership. Any vacancy in the Board of Directors shall be from the same representative or geographic area consistent with Article IV if possible.

Section 19. MEETINGS/CHAIR

At all meetings of the Board of Directors, the president, or in the president's absence or inability, the vice president, or in their absence or inability, a chair chosen by those directors present shall preside.

ARTICLE VII

OFFICERS

Section 1. NAMES AND QUALIFICATIONS

The officers of this Corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time create.

Section 2. ELECTION AND TERM OF OFFICES

The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and qualified. All officers shall serve for one year and may be re-elected for an additional consecutive term. Officers who have previously served may be re-elected to the same office after a year of leave or serve in a different officer role without a year of leave.

Section 3. DUTIES OF OFFICERS

PRESIDENT. It shall be the duty of the president: to preside at all meetings of the Board; to perform such other duties as usually pertain to the Office of the president of a corporation.

VICE PRESIDENT. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there is more than one vice president, the vice presidents in order of their election) shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may, from time to time, be assigned by the president or by the Board.

SECRETARY. The secretary shall: keep the permanent minutes of the Board; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; and act a custodian of the Corporate records and Corporate seal; and perform all duties incident to the office of secretary and such other duties as may, from time to time, be assigned by the president or by the Board. The Board may contract for any or all these duties.

TREASURER. The treasurer shall: have charge and custody of, and be responsible for, all funds and securities of the Corporation; oversee the financial operation of Panhandle Partnership; and, in general, perform all duties as may from time to time, be assigned by the president or by the Board.

Section 4. REMOVAL

The Board of Directors may remove any officer by a two-thirds vote when, in its judgment, the best

interest of the Corporation will be served.

Section 5. VACANCIES

Any vacancies occurring in the offices of president, vice president, secretary, or treasurer may be filled by the Board of Directors at a regular or special meeting called for that purpose.

Section 6. SALARIES

No salaries shall be paid to any officers of the Corporation, but this shall not prevent the reimbursement of any officer or director of any expenses authorized by the directors which were incurred on behalf of the Corporation.

ARTICLE VIII

**PRESIDING OFFICER RULES
OF ORDER**

Section 1. PRESIDING OFFICER

Meetings of the members and the Board shall be presided over by the president, or if he or she is not present, by the vice president, or if neither the president or vice president is present, by a chairperson to be chosen by a majority of members present. The secretary shall act as secretary of every member and Board meeting, but if secretary is not present, the meeting shall choose any member present to act as secretary.

Section 2. RULES OF ORDER

Parliamentary authority for all meetings of the Panhandle Partnership shall be Robert's Rules of Order Newly Revised.

ARTICLE IX

COMMITTEES

Section 1. DUTIES

Each committee shall provide the membership with a list of members, adequate advance notice of their plans in accordance with established policy; written minutes of all committee meetings; recommendations for action for the Board of Directors and members unless authority has been delegated to the committee by the Board; reports of other activities.

- (A) Standing Committees of the Board. The Board of Directors shall appoint all standing committees.
 - 1) Finance Committee: The treasurer and four additional board members will meet at the call of the treasurer; be empowered to act for the Board subject to review by the Board; review monthly financial reports; participate in annual budget development; make budget recommendations to the Board; provide budget oversight; and serve as a liaison between the corporation financial manager, Executive Director and the Board.
 - 2) Nomination Committee: shall be appointed at least two (2) months prior to the annual meeting. The nomination committee will be responsible to solicit recommendations for positions of directors and/or officers, extend a call for

nominations no less than 60 days prior to the annual meeting, obtain consent of members to stand for election, nominate candidates for positions to be filled.

- 3) Executive Committee: There shall be an Executive Committee consisting of the Officers of the Board and immediate past president. The Executive Committee serves as a steering committee for the Panhandle Partnership Board and shall meet at the call of the president. The Executive Committee shall conduct an annual evaluation of the Executive Director. The annual evaluation shall be the basis for the annual salary review by the Board and shall be based upon the job description and progress toward annual agreed upon goals and objectives.

(B) Ad Hoc Committees

The Board is authorized to establish such Ad Hoc Committees as might from time to time be deemed appropriate, expedient, or advisable.

(C) Advisory Committee

The Board is authorized to appoint one or more Advisory Committees. The Advisory Committees are to consist of community members, service providers, interested business people, elected officials, educators, and others who have the ability to serve with perspective, guidance and information that will better enable the Panhandle Partnership to advance the purposes for which it was formed.

Section 2. TERM

Committee members shall serve at the pleasure of the Board of Directors. Any vacancy in the membership of a standing committee shall be filled by the Board of Directors. There are no restrictions on committee members serving one or more consecutive years on a committee.

ARTICLE X

FINANCE

Section 1. BOARD RESPONSIBILITY

The responsibility of the Board of Directors is to ensure financial viability, solvency and stability of the Panhandle Partnership, Inc.

Section 2. FINANCIAL RESPONSIBILITY

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board Directors may select. All checks, drafts, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. AUDIT

An audit shall be completed by an independent CPA in a timely manner as needed.

Section 4. LOANS

No loan 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. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers or

directors.

Section 5. FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year, and end on December 31.

Section 6. CONTRIBUTIONS

Any contributions, bequests, or gifts made to the Corporation shall be accepted or collected and deposited only in such a manner as shall be designated by the Board of Directors.

ARTICLE XI

PERSONNEL AND CONTRACTS

Section 1. PERSONNEL

Should personnel be necessary to carry out the objectives of the Panhandle Partnership, a board approved position description shall outline the duties of each position. Evaluation of the Executive Director shall be performed yearly by the Executive Committee.

Section 2. CONTRACTS

The Board authorizes the Executive Director to negotiate and sign contracts as is appropriate to carry out the programs and business of Panhandle Partnership. In the absence of the Executive Director or in the event of the executive director's inability to act, the president shall sign.

ARTICLE XII

POLITICAL ACTIVITY

The Board and staff shall not, in any way, use its funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. Further, no substantial portions of its funds shall be used for lobbying or in any way attempting to influence legislation except as provided by law. Further, no officer or director may represent before any legislative committee, public body, or media representative that (s)he speaks for or on behalf of Panhandle Partnership, without permission of the Board. However, this does not limit the right of any member, at his or her own expense, and not during work time, to testify as to matters affecting his or her own agency or community.

ARTICLE XIII

AMENDMENT OF BYLAWS

The membership shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation by affirmative vote of a majority of the members voting; provided, however, that notice of any proposed amendments shall be sent by United States mail or via email, to each member not less than ten (10) days preceding the meeting at which such amendment will be submitted.

ARTICLE XIV

DISSOLUTION

The Corporation may be dissolved in the manner provided by the Nebraska Nonprofit Corporation Act. Dissolution will also be consistent with and in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV

TELEPHONIC/VIDEO CONFERENCE MEETINGS

Members of the Board of Directors or any of the committees appointed by the Board may participate in any meeting of such Board or Committee, as the case may be, 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 or video conference means shall be subject to the provisions of these Bylaws for notification of the members of the Board or Committee of such meeting, 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 or committee.

ARTICLE XVI

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, and its regulations as they now exist, or as they may hereafter be amended from time to time.