AMENDED BYLAWS
OF
THE OMAHA SISTER CITIES ASSOCIATION, INC.

ARTICLE I: NAME AND OFFICES

1. Name. The name of the Association shall be "The Omaha Sister Cities Association, Inc."

2. Office. The headquarters and principal office shall be in the City of Omaha, Nebraska.

ARTICLE II: PURPOSES OF THE ASSOCIATION

The purposes for which this Association was formed are set out in its Articles of Incorporation. It is not organized for pecuniary benefit, and no part of the net earnings of the Association shall inure to the benefit of any member or individual. No part of its activities shall be the carrying on of propaganda or attempting to influence legislation.

ARTICLE III: MEMBERS

1. Honorary and Honored Members. The Mayor of the City of Omaha shall be an honorary member whose dues shall be waived. The Board of Directors ("Board") on its own or on the recommendation of the Sister Cities Coordinating Council ("Coordinating Council") may award honored membership to deserving individuals. Membership dues for honored members shall be waived.

2. Members. The members of the Association shall consist of all individuals who have paid the established dues and whose membership has been approved. At the meeting immediately after a membership application is received, the Board may disapprove the application. If the Board does not disapprove an application, it shall be deemed approved. The Board may suspend or expel a member for cause after an appropriate hearing during which the affected member shall have the right to attend and present evidence.

3. Dues. The Board may establish dues for memberships and create such designations of recognition for financial support as it deems appropriate.

4. Annual Meeting. The Annual Meeting shall be held for the election of Directors, receipt of the annual report of the Directors, and the transaction of such other business as may come before the members. Unless another time or place is

previously designated, the Annual Meeting shall be held on the second Thursday in December at 7:00 p.m., at the principal office of the Association. Written notice of the meeting shall be required only if the meeting is not held on the second Monday in March.

5. Special Meetings. The Board may call a special meeting of the members at any time. The President shall call a special meeting upon the written request of not less than twenty percent of the members.

6. Attendance at meetings by remote communication. Members may participate in any meeting of the Association by means of any communication by which all members participating may simultaneously hear each other. A member participating in a meeting by this means is deemed to be present at the meeting.

7. Notice. Notice for any meeting requiring notice shall be given in writing or by electronic means to each member not less than ten days and not more than forty days before the meeting.

8. One Vote per Membership. Each membership, regardless of category, is entitled to only one vote. If a membership is in the name of more than one person and if only one person votes, then this vote is binding on all persons named in the membership; if more than one person votes, then the one vote is pro-rated among the persons named in the membership who voted.

9. Quorum. Twelve members, present in person or by remote communication, shall constitute a quorum. Proxy voting shall not be allowed. Unless one-third of the members are present, the only matters that may be voted upon are those matters described in the meeting notice. For any membership that is in the name of more than one person, the membership counts as one member present when calculating the quorum regardless of the number of named members who are present.

10. Act of Members. If a quorum is present, the affirmative vote of the members present and voting is the act of the members.

ARTICLE IV: BOARD OF DIRECTORS

1. Number. The business and affairs of the Association shall be overseen by a Board consisting of 25 or 26 persons. Directors shall be members.

2. Election or Selection of Directors.

a. *Twenty-four directors elected by members.* Twenty-four of the directors shall be elected at an Annual Meeting of members. The term of office for each Director shall be three years beginning on January 1. The terms of the directors

shall be staggered with one-third of the directors elected at each annual meeting of the membership. Directorships to be filled by reason of an increase in the number of Directors shall be filled by a vote of the membership. The Board shall fill all other vacancies.

b. *Selection of member of Senior Advisory Council as Director.* The Association shall elect one member of the Senior Advisory Council to serve on the Board. The term of this person on the Board shall be for one year.

c. *Volunteer Chairperson of Coordinating Council.* If the person that the Board appoints to serve as Chairperson of the Coordinating Council is a volunteer and is not already a Director, then this person shall serve as an additional voting Director.

d. *Ex-officio Directors (with voice but without vote).* So long as the following persons continue to be members, they shall serve as ex-officio directors with voice but without vote:

- Past Presidents who are not elected or selected to the Board;
- Honored Members. (The Board may honor persons who have given long years of service to the Association as Honored Members.);
- The Coordinating Council Secretary (if any);
- The Operational Treasurer (if any);
- General Counsel (if any); and
- Other ex-officio Directors that Board chooses to appoint by virtue of their positions in the community.

3. Regular Meetings. A regular meeting of the Board shall be held without any further notice than this By-Law immediately after and at the same place as the Annual Meeting of members. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. Notice of any special meeting of the Board shall be given at least seven days previously thereto by written notice delivered personally or sent by United States mail, electronic mail, or fax. Mailing such a notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed and with postage thereon paid. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

5. Attendance at meetings by remote communication. Directors may participate in any meeting of the Association by means of any communication by which all directors participating may simultaneously hear each other. A director participating in a meeting by this means is deemed to be present at the meeting.

6. Quorum. A quorum shall consist of more than one-third of the number of Directors in office present in person or by remote communication. Ex-officio directors shall not count toward the calculation of a quorum.

7. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

8. Removal of Director for Cause. Removal of Director for Cause. The Board may remove a director from office for cause. Any director who has three consecutive unexcused absences from board meetings shall automatically be subject to a vote for removal at the next board meeting. A two-thirds vote of the Directors present at a meeting of the Board shall be required to remove a Director for cause.

9. Duties of the Board. The Board's duties are to establish policy for the Association, adopt the budget, fund raising, and carrying out those duties specifically assigned to a board of directors under the statutes of Nebraska governing non-profit corporations. Regular attendance at board meetings and assigned committee meetings is expected.

ARTICLE V: OFFICERS, EXECUTIVE SECRETARY, AND GENERAL COUNSEL

1. Officers. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time determine.

2. Honorary Officers. The Mayor of the City of Omaha shall, ex officio, be Honorary Chairperson of the Board of the Association. The Board may appoint such additional Honorary Officers as it may determine.

3. Election. The officers of the Association shall be elected for terms of approximately one year at the first meeting of the Board after the Annual Meeting of the membership.

- If this election is held in November or December:
  - Officer terms shall commence on January 1; and
  - The directors who elect the officers shall be those directors whose terms do no expire at the end of the year and those directors whose terms begin on the next January 1.

- If this election is *not* held in November or December but instead is held after January 1, the officer terms shall commence immediately after the election.

All officers shall hold office until the election of their successors. At any meeting of the Board called for the purpose and at which a quorum is present, any officer elected by the Board, or any employee, may be removed from office by the affirmative vote of a majority of the Directors present.

4. Compensation. The elected officers, Directors, council members, and committee members shall not receive directly or indirectly, any salary or other compensation from the Association. Employees of the Association shall receive compensation as determined by the Board.

5. Delegate Credentials. The Board may provide official credentials to delegates representing Omaha on behalf of the Omaha Sister Cities Association, Inc.

6. President. The President shall have the opportunity to lead all delegations to Omaha's sister cities and to formally receive all delegations from Omaha's sister cities. The President shall preside at all meetings of the Association and the Board. The President shall have those additional duties that the Board assigns to the President. The President may serve as the principal executive officer of the Association or may delegate this duty to another Director or to the Executive Secretary. The President or his or her delegate shall present a report of the activities of the Association at the Annual Meeting of the Association.

7. Vice President If the President is absent or otherwise unable to serve, the Vice President shall perform the duties of the President. The Vice President shall perform those additional duties that the President or Board assigns to the Vice President.

8. Secretary. The Secretary shall be responsible for seeing that a record is made of the proceedings of meetings of the Association and the Board. If the Board does appoint a Coordinating Council Secretary, the Secretary shall be responsible for seeing that a record is made of the proceedings of the Coordinating Council. The Secretary shall be custodian of the corporate records and the Corporate Seal. Where these Bylaws so require, the Secretary shall notify the members of the Association, Directors, and Coordinating Council Members of their meetings. The Secretary may delegate operational responsibilities such as taking minutes and sending out notices to the Executive Secretary or to the Coordinating Council Secretary.

9. Treasurer. The Treasurer shall monitor the financial management and controls of the Association. The Treasurer shall monitor the budgetary process including the development of the budget. The Treasurer may delegate operational

responsibilities such as receiving and depositing money, writing checks, and preparing financial statements to the Executive Secretary or the Operational Treasurer.

10. Executive Secretary. The Board may appoint an Executive Secretary to assist the officers in their duties. The Executive Secretary may be paid or volunteer. The Executive Secretary shall ***not*** be an Officer or member of the Nominating Committee. The Executive Secretary shall be an *ex-officio* member (with voice but no vote) on the Board, the Coordinating Council, and all other committees.

11. Coordinating Council Secretary. The Board may appoint a Coordinating Council Secretary to take minutes of the meeting of the Coordinating Council and to perform operational responsibilities such as taking minutes of other meetings and sending out notices. The Coordinating Council Secretary shall perform those additional duties that are assigned by the Board. The Coordinating Council Secretary shall be an *ex-officio* member (with voice but without vote) of the Board and a member of the Coordinating Council.

12. Operational Treasurer. The Board may appoint an Operational Treasurer to perform operational responsibilities such as receiving and depositing money, writing checks, and preparing financial statements. The Operational Treasurer shall perform those additional duties that are assigned by the Board. The Operational Treasurer shall be an *ex-officio* member (with voice but without vote) of the Board and a member of the Coordinating Council.

13. Chairperson of Coordinating Council. The person that the Board appoints as Chairperson of the Coordinating Council shall preside over meetings of the Coordinating Council. If this person is a volunteer and is not already a Director, then this person shall serve as an additional voting Director.

14. General Counsel. The Board may appoint a volunteer legal counsel to serve as legal counsel for the Association and to serve as an ex-officio member (with voice but without vote) of the Board, Executive Committee, and Coordinating Council.

ARTICLE VI: COMMITTEES

1. Nominating Committee. The Board shall appoint a Nominating Committee.

   a. *Composition.* The Nominating Committee shall be composed of:
      - Two current Directors; and
      - Two current members of the Coordinating Council who are not a voting member of the Board; and

      The Senior Advisory Council may select one of its members to serve as an *ex-officio* committee member (with voice but without vote).

b. *Nomination of Directors.* The Nominating Committee shall recommend and nominate persons to be considered by the membership for election as Directors. The Nominating Committee shall seek to nominate a slate that contains not only community leaders but also persons with a strong commitment to a culture or cultures represented by Omaha's sister cities. Nominations may also be made from the floor.

c. *Nomination of Officers.* The Nominating Committee shall recommend and nominate persons to be considered by the Board for election as officers. Nominations may also be made from the floor.

d. *Nominations of members of City Committees.* The Nominating Committee shall recommend and nominate persons for consideration by the Board for selection as members of the City Committees. In making these nominations the Committee shall obtain the recommendations of the current City Committees and the communities and associations that are associated with the culture that is representative of the city. The Committee shall seek to nominate persons who have strong commitments to the culture of the city. Nominations may be made from the floor.

d. *Nomination of Coordinating Council Secretary and Operational Treasurer.* The Nominating Committee shall recommend and nominate persons to be selected to serve as Coordinating Council Secretary or Operational Treasurer in those years in which the Board decides to establish the positions. Nominations may be made from the floor.

e. *Nominations of members of other committees.* The Nominating Committee shall recommend and nominate persons to serve on the Education Committee and on all other committees whose intended duration is one year or longer.

f. Other duties. The Board may assign other duties to the Nominating Committee such as recommending persons to serve on other committees.

2. Executive Committee. The Board shall have an executive committee.

a. *Composition.* The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and one additional member appointed by the Board. The Mayor and General Counsel shall serve as ex-officio members (with voice but no vote).

b. *Powers of Executive Committee.* The Committee shall exercise all powers of the Board when the Board is not in session. Its decisions shall be subject to review by the Board and the Association.

c. *Meetings.* Meetings of the Executive Committee may be called by or at the request of the President, Vice President or any three members of the Committee. Notice of any meeting of the Committee shall be given at least 48 hours previously thereto by written notice if delivered personally, electronically, or by fax. (Seven days advance notice is required if the notice is given by United States mail. Mailing such a notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope properly addressed and with postage thereon paid.) Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

d. *Informal action by Executive Committee.* Any action that may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the committee members.

3. City Committees. The Association shall establish a city committee for each city with which Omaha has a sister city relationship or a friendship city relationship.

a. *Composition.* Each city committee shall be composed of a chairperson, vice chairperson, and at least three other members.

b. *Duties of City Committees.* Each city committee shall have primary responsibility for initiating, organizing, and conducting the activities associated with its sister city. Each city committee shall be primarily responsible for communicating with the representatives of its sister city. Each city committee shall submit a budget for its activities to the Coordinating Council.

c. *Selection of Members of City Committees.* The Board determines the size of each City Committee. The Board selects the chairperson, vice chairperson, and other members of each City Committee after considering:

- Input from the communities and associations that are associated with the culture that is representative of the city;
- Input from the current city committees; and
- Recommendations and nominations from the Nominating Committee.

d. *Terms.* Members of the City Committees including the chairperson and vice chairperson serve at the pleasure of the Board. When the Board decides a committee member will no longer be serving on a committee or in a leadership position, it sets the date when the service ends and promptly notifies the person in writing.

4. Sister Cities Coordinating Council.

a. *Composition.* The Coordinating Council shall be composed of the:

- Chairperson of the Coordinating Council;
- Members of the Executive Committee;
- Chairpersons of each City Committee;
- Chairpersons of the other committees established by the Board;
- Coordinating Council Secretary (if one is appointed); and
- Operational Treasurer (if one is appointed).

The terms of the members of the Coordinating Council shall correspond with their terms for the position that places them on the Coordinating Council.

b. *Proxies from absent Chairperson to Vice Chairperson.* Any committee chairperson unable to attend a meeting of the Coordinating Council may appoint the vice chairperson to attend as his or her proxy.

c. *Meetings.* The Chairperson of the Coordinating Council, President, Vice President, Executive Secretary, or any three members of the Coordinating Council may call a meeting of the Coordinating Council. The Coordinating Council shall meet approximately once a month. Notice of any meeting of the Coordinating Council shall be given at least seven days previously thereto by written notice delivered personally or sent by United States mail, electronic mail, or fax. Mailing such a notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed and with postage thereon paid. Any Coordinating Council member may waive notice of any meeting. The attendance of any Coordinating Council member at any meeting shall constitute waiver of notice of the meeting, except when a Coordinating Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Coordinating Council meetings shall be open to the membership, but there shall be no requirement that the membership been notified of the meetings.

d. *Duties.* The Coordinating Council shall be responsible for overall coordination of the activities of the association and for the development and submission of the budget to the Board.

e. *Chairperson of Coordinating Council.* The Board shall appoint a person to preside at meetings of the Coordinating Council. If this person is a volunteer and is not already a member of the Board, then this person shall serve as an additional voting Director.

5. Senior Advisory Council. The Senior Advisory Council shall be composed of those:

- Past Presidents; and
- Honored Members

who are not elected to the Board and who continue to be paid members. (A Past President or Honored Member who the Senior Advisory Committee selects to the Board pursuant to Article IV. 2.b. continues to serve on the Senior Advisory Council.) The Council shall serve as an advisory committee to the Board, Coordinating Council, and committees. The Board may assign additional duties to the Council.

6. Education Committee. The Education Committee shall be responsible for promoting educational activities at all levels of education.

7. Other Committees. The Board may appoint other Committees to handle functions that include but are not necessarily limited to communication, membership, and public relations.

8. Quorum. More than one-half the members of a committee or council shall constitute a quorum.

9. Action of Committee or Council. If a quorum is present, the affirmative vote of those committee or council members present and voting shall constitute the action of the committee or council.

10. Coordinating Council and Committee meetings. Meetings of the Sister Cities Coordinating Council and any committee of the Association may be held in person or by means of any communication by which all members participating may simultaneously hear each other. A member participating in a meeting by this means is deemed to be present at the meeting.

11. Directors and Committee and Council Members shall be Association members. All Directors, ex-officio Directors, and committee members and council members shall be members.

ARTICLE VII: FISCAL AFFAIRS AND AUDITS

1. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

2. Audits. After the close of each fiscal year of the Association, the financial transactions of the Association for the preceding fiscal year may be audited by qualified accountants if directed by the Board.

3. Bank Deposits. All contributions and funds raised shall be deposited in banks or depositories in the name of the Association. All withdrawals from such banks or

depositories shall be made only by checks or similar orders bearing signatures authorized by the Board.

ARTICLE VIII: INDEMNIFICATION

The Association shall indemnify any person, who is or is threatened to be made a party to any threatened, pending, or a completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative other than an action by or on behalf of the Association by reason of the fact that such person is or was a director, officer, or a member of any committee or council of the Association against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the District and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct to be unlawful.

This Bylaw shall incorporate by reference all provisions of the laws of the State of Nebraska, as presently constituted or as the same may be amended, relative to indemnification of officers, directors, employees, agents, and the like.

No indemnification shall be authorized or granted pursuant to this Bylaw except, upon resolution expressly adopted by a majority vote of the Directors at a meeting of the Board.

Article IX: Interested Party Transactions

1. Definition of Interested Parties. The Association recognizes that the skills, talents, and relationships of its volunteers, Board members, committee members, and employees are among its richest assets. When these individuals, their family members, or any entities in which they have a financial interest or with which they are affiliated have a financial interest in a proposed transaction, then these individuals are known hereinafter as "Interested Parties."

2. Appearance of Impropriety. The Association is aware that acquiring goods or services from, or engaging in transactions with Interested Parties may create an appearance of impropriety. In order to protect the Association against any improper appearance, the Association will restrict its business dealings with Interested Parties.

3. Transactions with Interested Parties. The Association may acquire goods or services from, or otherwise transact business with, or otherwise be involved with an Interested Party if the Board determines in its judgment

that the goods or services provided to the Association are, or the transaction is, or the event is:

- On terms or conditions no less advantageous to the Association, nor
- More advantageous to the Interested Party,

than the terms that are available to the Association, or other parties participating, from parties who are not Interested Parties.

Moreover, the Association anticipates that any such acquisition may be on terms that are more advantageous to the Association than those generally extended by third parties.

If an Interested Party offers terms, which are as advantageous to the Association as terms offered by another vendor, the Association may, but shall not be required to, consider other benefits derived by it from the Interested Party (*e.g.*, past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.

3. Disclosure of Interested Party Relationship Required. Whenever the Association is considering acquiring goods or services from, or entering into a transaction with, or having an event involving an Interested Party, the details that create the Interested Party relationship shall be disclosed to the Association in writing. A copy of the disclosure shall be supplied to the members of the Board who are not Interested Parties.

4. Approval of Interested Party Transaction. The Association may enter into a transaction with an Interested Party only if the Board or the Executive Committee is made aware of the information required by paragraph 3 above and the majority of the Board or Executive Committee Members (who are not Interested Parties) approve the transaction as being fair to and in the best interest of the Association. The Executive Committee shall have the authority to act for the Board in granting the approval contemplated by this paragraph. Nonetheless, prior approval by the Board or the Executive Committee shall not be required if:

- Emergency circumstances make such approval impractical (in which event the transaction shall be reported to the Board promptly after the fact); or
- The transaction falls below a *de minimis* threshold established by the Board or the Committee.

5. Exclusion of Interested Party from Participation in Decision. Any director or Executive Committee member who is an Interested Party to the transaction shall not:

- Be considered a director or Executive Committee member then serving (including, without limitation, for the purpose of determining a quorum);
- Participate in the vote on the transaction; and
- Attend any meeting while approval of the transaction is considered.

Article X.
Whistleblower Policy

If any employee reasonably believes that some policy, practice, or activity of the Association is in violation of law, a written complaint may be filed with the President.

The Association intends to adhere to all laws and regulations that apply to the Association. The underlying purpose of this Policy is to support the Association 's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the President or Executive Committee and provides the Association with reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees who comply with this requirement. The Association will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of the Association, or of another individual or entity with whom the Association had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

The Association will not retaliate against an employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of the Association that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

ARTICLE XI: MISCELLANEOUS

1. Seal. The Seal of the Association shall be circular in form and shall bear the name of the Association, the year of its incorporation, and such other device or inscription as shall be determined by the Board.

2. Roberts Rules of Order. *Except* when they conflict with the Articles of Incorporation, the Bylaws, or law, the Association shall follow the current edition of

Roberts Rules of Order, Newly Revised that is sanctioned by the Robert's Rules Association.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended at any legally called meeting of the Association.