

AMERICAN YOUTH HOSTELS, Inc.  
Nebraskaland Council Bylaws  
Proposal for New Bylaws

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1.1 Name. The name of this organization shall be the Nebraskaland Council of American Youth Hostels, Inc.

Section 1.2 Location. The principal office for the transaction of business of the Corporation (herein referred to as the "Council") shall be maintained in the State of Nebraska, at a location determined by the Board of Directors, in accordance with the Articles of Incorporation.

ARTICLE 11: PURPOSE AND OBJECTIVES

Section 2.1 Purpose. The purpose of the Council, organized exclusively for charitable purposes within the meaning of Section 501© (3) of the Internal Revenue Code, under a charter granted by the American Youth Hostels shall be to help all, especially the young, gain a greater understanding of the world and its people through hostelling.

Section 2.2 Hostelling Defined. Hostelling is educational travel, local and global, using programs and hostels (budget accommodations) to facilitate interaction between travelers and community members, and to promote discovery of ourselves, local culture, and the world.

Section 2.3 Jurisdiction. The jurisdiction of the Council shall be that area assigned to it by American Youth Hostels, Inc.

ARTICLE III: GUIDING PRINCIPLES

Section 3.1 Equal Opportunity. In principle and in practice, the Council shall value and seek a diverse and inclusive membership. All people, regardless of age, color, race, gender, creed, sexual orientation, class, ethnic origin, national origin, geographic region, disability or impairment shall have the right of full participation in hostelling.

Section 3.2 Harassment Prohibited. The Council shall adopt and adhere to a harassment policy established by the National Board of Directors , which seeks to maintain a hostelling environment that is free from all forms of harassment. The hostelling environment includes the workplace, the hostel and its environs, as well as the location of any program or event that is sponsored by the Council and/or its chartered units.

Section 3.3 Stewards of the Public Trust. The individual officers, directors and agents of the Council have a fiduciary duty as trustees to utilize the resources available to the Council to advance the Council's purpose. As a public charity, the Council and its National Board of Directors shall serve as public charity, the Council and its National Board of Directors shall serve as stewards of the public trust and in that

capacity are responsible and accountable to the public at large to ensure that all of the Council's assets are prudently and exclusively utilized to achieve a public benefit.

Section 3.4 Code of Ethics. The Council shall adhere to a Code of Ethics adopted by the National Board of Directors.

#### ARTICLE IV: MEMBERS

Section 4.1 Members. Any person interested in advancing the purpose of the Corporation may become a member. The National Board of Directors shall establish fees and regulations for members.

Section 4.2 Voting Members. Voting membership in the Council shall comprise all holders of a valid membership issued by American Youth Hostels, Inc., or the corresponding organization of another country affiliated with the International Youth Hostel Federation, who are legal residents and residing in the area assigned to Nebraskaland Council by American Youth Hostels, Inc.

Section 4.3 Suspension. Any Hostel Manager, Local Council, Regional Council, or the National Council shall have the authority to suspend the membership privileges of a member for conduct incompatible with the purpose of the Council or other violation of rules established under these Bylaws. The National Board of Directors shall establish rules and procedures for such suspensions and for the expulsion of members.

#### ARTICLE V: MEMBERS MEETINGS

Section 5.1 Annual Meeting. The annual meeting of the Council members shall be held at a time and place determined by the Board. The business of the annual meeting shall be to elect directors and officers, report on the activities and financial condition of the Council and conduct other business as may properly come before the Members.

Section 5.2 Special Meetings. Special meetings can be called by the President, or by the Board, and shall be called by the President upon receipt of the written request of at least 5% of the members of the Council.

Section 5.3 Notice of Meetings. Announcement of the annual and special meetings shall be mailed to each member, with publication in the newsletter considered due notice, not less than ten days before the meeting nor more than 50 days before the commencement of the meeting. Notice for a special meeting shall indicate all business to be presented at the meeting; no other business shall be transacted at the special meeting. The notice for the annual meeting shall state the general topics of any business to be transacted.

Section 5.4 Votes. Individual memberships shall have one vote. Groups holding organizational memberships shall be entitled to one vote, by the

holder of the pass.

Section 5.5 Quorum. The quorum at the annual and special meetings of the Council shall be one percent of the total possible votes or fifteen, whichever is fewer. The total possible votes shall be based on the most recent membership figures provided by National Office of American Youth Hostels, Inc.

Section 5.6 Agenda. The Officers of the Council shall determine the agenda of the annual meeting and other regularly held Council meetings.

Section 5.7 Majority. All issues shall be decided by the majority of those members present at a meeting comprising a quorum or more, except for Bylaw amendments (Section 11.1), and issues otherwise provided for in the Bylaws.

Section 5.8 Election of Directors. For the elections of Directors, each member shall have a number of votes equal to the number of Directors to be elected. No more than one vote may be cast in favor of a given nominee. The nominee receiving the highest number of votes shall be elected to the Directors' positions to be filled. If a tie should occur, a re-vote will be instituted between the Directors with equal votes only.

Section 5.9 Proxy and Absentee Votes. Proxy and absentee votes shall be allowed at annual and special meetings of the Council. Council and Board meetings, elections, proxy votes, and absentee ballots shall be subject to rules established by the Board.

#### ARTICLE VI: BOARD OF DIRECTORS

Section 6.1 Responsibilities. The Board shall be responsible for determining basic long-range policies of the Council and for the management of the Council. The Board shall acquire and maintain tax-exempt status 501 (C) (3) of the Internal Revenue Code of 1954, which shall be in keeping with the articles of incorporation and the policies of the national organization.

Section 6.2 General Powers. The Board of Directors shall have all the power and authority granted or permitted by law, including all powers necessary and appropriate to the management of the affairs of the Council and the advancement of its purpose. The Board of Directors may delegate management of the activities of the Council to any person or persons or committee, however composed, provided that all actions of the Council shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 6.3 Number and Source of Directors. The Board of Directors shall consist of not fewer than five nor more than nine elected Directors, and the Directors shall be members of American Youth Hostels, Inc., and the Council. The number of members of the Board of Directors may be changed at any

Annual meeting provided that notice of the meeting sets forth any proposed change in the number of members of the Board of Directors.

Section 6.4 Compensation. Members of the Council Board of Directors shall serve without compensation, except that Directors may be reimbursed for any actual reasonable expenses incurred by them in attending meetings or in conducting the affairs of the Council.

Section 6.5 Eligibility. Employees of American Youth Hostels, Inc., and its chartered, licensed, and other subsidiary units, and its licensees which are not operated as public charities and independent contractors or other persons receiving compensation for work performed on behalf of the corporation are ineligible.

Section 6.6 Board Nominees The Board shall solicit nominations from the members of the Council prior to the Annual Meeting. Names of willing nominees and a short, accurate biographical summary of the candidate and signature of the candidate attesting to its accuracy shall be set forth in the notice for the Annual Meeting. In addition, any member present at the Annual Meeting may nominate a candidate, so long as the candidate is present and willing to serve.

Section 6.7 Vacancies. Board vacancies shall be filled by the Board, to serve until the next Annual Meeting, when an election shall be held to fill the remainder of the term.

Section 6.8 Meetings. The Council Board of Directors shall hold its Annual meeting for the organization and transaction of business immediately after and in the same place as the Annual Meeting of the Council membership. Regular meetings of the Council Board of Directors shall be held not less than four times per year. For this purpose, the Annual Meeting shall be considered a regular meeting. Special meetings of the Board of Directors may be called by the Secretary, upon request by the President or by any five Directors. Date, time and place shall be fixed at any regular Board meeting, or Directors shall be provided with at least ten days written notice of any meeting.

Section 6.9 Board Meeting by Conference Telephone. Directors may participate in a Board Meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such a meeting can hear one another at the same time. Participation in a meeting pursuant to this Section constitutes presence in person at such a meeting.

Section 6.10 Quorum. Forty percent of the Board members shall constitute a quorum.

Section 6.11 Act of Majority. Provided that a quorum is present, the act of a majority of Directors present shall be the act of the Board of Directors.

Section 6.12 Removal. By a vote of two-thirds of members of the Board of Directors present at a meeting, a Director may be removed for just cause, found and declared in such resolution for removal; provided that notice is made in the notice of the meeting and sent by certified mail to the challenged Director, with said Director to be given opportunity for rebuttal at the meeting.

Section 6.13 Email Voting. Any decisions, financial or otherwise, reached by the Council Board of Directors via email shall follow the same rules of quorum (40% of the Board members). A written record of the vote will be printed by the secretary and kept in the Board notebook.

#### ARTICLE VII: OFFICERS OF THE BOARD

Section 7.1 Elected Officers. The Board, following the Annual Meeting of the Council membership, shall elect a President, a Vice President, a Secretary, and a Treasurer. Additional officers, if any, shall be chosen in such a manner as the Board may prescribe and hold office at the pleasure of the Board. The same person may hold any two or more offices except that neither the Secretary nor the Treasurer may serve concurrently as the President. Officers shall serve a term of one year, or until their successors are elected and qualified.

Section 7.2 Power and Duties of Officers. The officers below shall have such other powers and duties that normally pertain to their office.

Section 7.2 (a) President. The President shall preside at all meetings of the Council and Board, shall appoint the Chair and members of all committees subject to approval by the Board unless otherwise provided, and shall be an ex-officio member of all committees. The President may delegate any powers and duties, subject to review by the board. The president will obtain a copy of the quarterly hostelling overnight report from each hostel in the Council's jurisdiction and share these statistics with the Board.

Section 7.2 (b) Vice President. The Vice President shall perform the duties of the President in the President's absence and shall perform all such functions as assigned by the President and the Board.

Section 7.2 (c) Secretary. The Secretary shall keep all minutes and records of Council and Board meetings and shall perform all such functions as assigned by the President and the Board. Written minutes will be taken at each meeting and kept in the Board's notebook. Any decisions arrived at via email, whether financial or otherwise, shall be printed and filed in the notebook.

Section 7.2 (d) Treasurer. The Treasurer, subject to the provisions of the Bylaws, state and national laws, and such regulations as may be prescribed by the Board of Directors, shall control and manage the funds and

securities of the Council. The Treasurer shall keep full and accurate accounts of receipts and disbursements; shall deposit all monies, securities, and other valuable assets in such depositories as may be approved by the Board of Directors; and shall render to the President and the Board of Directors an account of all transactions of the Council and of the financial condition of the Council. The Treasurer shall have such additional responsibilities and duties as the Board of Directors may assign.

Section 7.3 Vacancies. If the office of President becomes vacant, the Vice-President shall become President. Vacancies in other offices shall be filled for the remaining term by the Board.

#### ARTICLE VIII: COMMITTEES

Section 8.1 Executive. There shall be an Executive Committee consisting of not fewer than three nor more than seven members of the board of directors which number shall include the President, Vice President, the Treasurer, and the Secretary and up to three other members of the board of directors. Unless expressly prohibited by law or by the Articles of Incorporation, or by resolution of the National Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board of Directors, except the resolution of the National Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board of Directors, except the power to fill vacancies on such Board, when the Board of Directors is not in session. The Board of Directors has the power to review, alter, or revoke decisions of the Executive Committee.

Section 8.2 Other Committees. The President, with the approval of the Board of Directors or the Executive Committee, may appoint such other committees as deemed desirable in forwarding the purposes of the Council. These committees shall exercise such powers and perform such duties as may be prescribed by the President. Members of these committees need not be members of the Board of Directors.

#### ARTICLE IX: Duties of the Board of Directors and Officers

Section 9.1 Discharge of Duties. Members of the Board of Directors and its officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

Section 9.2 Good Faith Reliance. In discharging their duties, members of the Board of Directors and its officers, when acting in good faith, may rely upon financial statements of the Council represented to them to be correct by the President or the Officer of the Council having charge of its books of accounts, or stated in a written report by an Independent Public or Certified Public Account or firm of such accountants fairly to reflect the financial condition of such Council.

ARTICLE X: DISSOLUTION

Section 10.1 Dissolution of the Council. Upon dissolution of the Council, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Council, dispose of all of the assets of the Council to the American Youth Hostels, Inc., the parent organization, which is organized exclusively for charitable purposes and which qualifies as an exempt organization under 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XI: AMENDMENTS

Section 11.1 Amendments. These Bylaws may be altered, amended or repealed by two-thirds of the votes of the members present and voting at any meeting of the Council at which a quorum is present, notice having been given in writing to all voting members of the Council at least ten days prior to the meeting with the changes appended to the notice of the meeting.

Publication in the Council newsletter at least ten days preceding the meeting shall suffice as notice to members.

Section 11.2 National Approval. All amendments to Council Bylaws must be reviewed and approved by the staff of American Youth Hostels, Inc. and so reported to the National Board of Directors at their next meeting. In the event that the national staff and the Council are unable to agree on bylaw changes the National Board of Directors shall have final authority in approving changes.

ARTICLE XII: MISCELLANEOUS

Section 12.1 Rules of Order. All meetings of Directors or members of the Council shall be conducted in accordance with the most recent edition of Robert's Rules of Order, except for instances in which the Council's Articles of Incorporation or these Bylaws or applicable statutes provide otherwise.

Section 12.2 Fiscal Year. The fiscal year of the Council shall coincide with the fiscal year of American Youth Hostels, Inc.

Section 12.3 Audit. The Board shall appoint an Audit Committee or an independent auditor, to audit the accounts of the Treasurer each year within two months after the end of the fiscal year. A report of the audit shall be represented to the Board and the Board shall review the report including any recommendations for improved accounting procedures. The Board may call for additional special audits when it deems advisable.

Section 12.4 Instruments in Writing; Representation. All checks, drafts, demands for money and notes of the Council and all written contracts of the Council, shall be signed by such officers, agent or agents, as the Board of Directors may from time to time by resolution designate. Except as set forth in these bylaws, no person shall represent or have authority to bind

the Council unless specifically authorized to do so by the Board of Directors.

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