

BY-LAWS OF

NEBRASKALAND COUNCIL OF AMERICAN YOUTH HOSTELS, INC.

We, the Board of Directors and Members of Nebraskaland Council of American Youth Hostels, Inc., do hereby propose and adopt the following By-Laws as binding for the internal organization and conduct of our affairs.

ARTICLE I

Preamble

Nebraskaland Council of American Youth Hostels, Inc., is duly and lawfully organized and constituted to accomplish the following purposes:

(a) To help all, especially young people, gain a greater understanding of the world and its people through outdoor activities, educational and recreational travel and related programs; to develop fit, self-reliant, well informed citizens; to provide youth hostels - simple, overnight accomodations in scenic, historic and cultural areas - with supervising houseparents and local sponsorship;

(b) To buy, own, sell, lease, hold, convey, mortgage real property of whatever nature and kind for organizing, operating, authorizing the operation of, promoting, managing, coordinating youth hostels within the State of Nebraska;

(c) To provide for the mobilization and utilization of both public and private resources in the furtherance of providing for and establishing and maintaining youth hostels within the State of Nebraska and to distribute information regarding the organization, establishment or maintenance of youth hostels within the State of Nebraska and to coordinate youth hostels within the State of Nebraska;

(d) To coordinate and cooperate with the American Youth Hostels, Inc. of Washington DC (~~Dealaplain Virginia was crossed out~~) and

(e) To do whatever necessary, proper and suitable for the establishment, continuation, or furtherance of the purposes enumerated above and to do all things

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necessary and incidental thereto which may be reasonably expected to be done in connection with the aforementioned purposes, provided however such acts of omission or Commission are not forbidden by the laws of the State of Nebraska for nonprofit corporations or by the Articles of Incorporation.

ARTICLE II

## Offices

The principal office of the Corporation shall be in the State of Nebraska, County of Lancaster, City of Lincoln. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require.

## ARTICLE III

### Membership

Section 1. Members. The membership of the Corporation shall consist of all persons, above the age of 16, who are interested in furthering the work, aims and ideals of American Youth Hostels, Inc. There shall be no qualification for membership other than those established by American Youth Hostels, Inc. and membership shall not be denied to anyone on account of race, creed or religion. In keeping with its purpose, the Council shall endeavor to include in its membership representatives of other civic, educational, charitable, recreational and youth-serving organizations, and membership shall be open to all persons regardless of financial means or ability.

Section 2. Passholders. The voting membership shall consist of the members of the Council who must be holders of valid and current American Youth Hostel passes, and reside in the jurisdictional area assigned to the Council by American Youth Hostels, Inc. All individual voting members shall be at least 16 years of age. Families or organization groups holding family or organization passes shall be entitled to only one vote for each such group or organization.

Section 3. Privileges. All privileges of Council membership, exclusive of the right to vote, shall be extended to American Youth Hostels passholders

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who are not residents in the area of Council jurisdiction.

## ARTICLE IV

### Board of Directors

Section 1. General Powers. The business and affairs of this Corporation shall be managed by a Board of Directors

Section 2. Membership. The Board of Directors shall be composed of not less than nine (9) members and not more than fifteen (15) members, for terms not exceeding three years. Directors shall serve without compensation for their services.

Section 3. Qualifications. One third of the Board's membership shall be chosen from active members of the Council; one third from representatives of other community youth groups and organizations, such as the Boy Scouts, Girl Scouts, Y's, churches, Recreation Departments, etc.; and one third from citizens at large and of standing in the community, who need not be members of the Council.

A Board member may serve two successive terms, but shall not serve for a further term unless he has been off the Board of Directors at least one full year.

Section 4. Initial Board. The initial Board of Directors shall be the Incorporators and shall serve until the first Annual Meeting of the Board. The initial board of directors shall select the initial officers and shall initiate actions necessary for the Corporation to commence operations.

Section 5. Meetings.

(a) Initial Board. The initial Board of Directors shall meet as often as shall be deemed necessary to cause the operation of the Corporation to commence as promptly as possible.

(b) Continuity. In order to keep continuity in the Board of Directors, one third of the members shall serve for one year; one third for two years, and one third for three years, and the Board of Directors shall determine

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these terms by lot.

(c) Annual Meeting. The annual meeting of the Board of Directors, and the annual meeting of the membership of the Corporation, shall be held at the same time and place during the first two weeks of September of each year at a date and time to be established by the Board for the convenience of the majority of the Members. The annual meeting of the membership shall take place immediately preceding the annual meeting of the membership of the Corporation, the first permanent Board of Directors shall be selected.

Prior to said annual meeting the Executive Committee, or a Nominating Committee appointed by the Executive Committee, shall present a list of nominees in accordance with the qualifications herein set forth and additional nominations may be made from the floor at the said Annual Membership Meeting. Those persons present at the Annual Membership Meeting shall constitute a quorum and all persons, including members of the initial Board, shall be entitled to vote at the said meeting. Members of the Executive Committee and or Nominating Committee may themselves be nominees and shall not by reason of their nomination or their presence on the Executive or Nominating Committee be excluded from voting. The Executive

Committee shall also designate, prior to said Annual Meeting, the number of Directors, from 9 to 15, to be elected at said meeting. Every person present at said meeting shall be entitled to vote for as many different candidates as there are places to be filled at said meeting. The nominees receiving the highest vote shall be declared elected.

(d) Annual Meeting. The annual meeting of the Board of Directors shall follow immediately after the annual meeting of the membership. This meeting shall be for the purpose of transacting such business as may come before the meeting and at such meeting, as well as any other meetings of the Board of Directors, the membership present may participate in the discussion but only Directors may vote.

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(e) Monthly Meetings. There shall be a meeting of the Board of Directors at least once each month at such times and places as the Board of Directors shall deem fit. One of the monthly meetings may correspond with the Annual meeting.

(f) Special Meetings Special meetings of the Board of Directors may be called for any purpose or purposes unless otherwise prescribed by statute, by the President of the Board or upon the call of any three (3) members of the Board.

Section 6. Responsibilities. The responsibility and duties of the Board of Directors shall consist of, but not be limited to, the establishing of procedures and policy to be carried out by the Corporation, to sit, as a whole, as a Board of Appeal for any grievance of the membership.

Section 7. Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Notice of Meetings of the Board of Directors. Notice of meetings of the Board of Directors shall be given in writing to each Board member by regular United States Mail not more than thirty (30) nor less than five (5) days prior to the meeting, such notice to specify the time and place of the meeting and the business proposed to be conducted. Notice of the annual meeting of the membership shall be publicized in such manner as the Executive Committee shall deem desirable, but no special form of notice is required.

Section 9. Vote. Each member of the Board of Directors shall be entitled to one vote on any matter properly brought before the Board of Directors at the annual meetings, the monthly meetings, or the Special meetings.

Section 10. Proxies-Alternate Members. There shall be no proxy voting. Provision is hereby made, however, that every member of the Board of Directors shall designate to the Secretary an alternate who shall be

entitled to vote in the event that the Board of Director is not present at any meeting. Such alternate shall be representative of that constituency which the Board of Director member represents.

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Section 11 Quorum. Forty per cent of the number of members entitled to vote represented in person shall constitute a quorum at any meeting of the Directors.

Section 12. Removal and Resignation. Should a Director miss four consecutive meetings he shall automatically be removed from office, except for the President of the Corporation. Any member of the Board of Directors or any member of the corporation may resign by filing a written resignation with the Secretary of the Corporation.

Section 13. Vacancies. Should a vacancy occur upon the Board for any reason, the Board shall proceed to request that a nominee be named to fill the position from the category of Board Members in which the vacancy occurred, the vacancy to be filled from the same office or category of individual as that represented by the departing member.

Section 14. Alternates. Each member of the Board shall designate an alternate to sit in his stead in the event of absence.. The list of such alternates shall be maintained by the Secretary.

Section 15. Executive Committee. The affairs of the Corporation in the absence of the Board of Directors, shall be managed by an Executive Committee composed of members of the Board of Directors which shall include the President, Vice President (First), Vice President (Second), Secretary, Treasurer, and two members of the Board of Directors elected at large. The Executive Committee shall meet as necessary at such times and places as they may designate. Any two members of the Executive Committee may call a Special meeting of the Executive Committee. The Executive Committee shall carry out the policies of the Corporation between meetings of the Board of Directors and may also serve as a Policy Committee.

## ARTICLE V

### Officers

Section 1. Number. The officers of the Corporation shall be a President, a Vice-President (First), a Vice-President (Second), a Secretary, and a Treasurer,

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each of who shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Initial Officers. The initial Board of Directors shall elect the initial officers, who shall serve until the first Annual meeting of the Board of Directors. Thereafter, the Regular Board shall elect the officers as provided in Section 3 of this Article,

Section 3. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until death or until he shall resign or until he shall have been removed in the manner hereinafter provided.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Executive Committee for the unexpired portion of the term by holding an election therefore.

Section 5. President. The President shall be the principal executive officer of the Corporation, and subject to the control of the Board of Directors, and shall in general supervise and control all of the business and the affairs of the Corporation. He shall, when present, preside at all meetings of the membership and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation therunto authorized by the Board of Directors, certificates, deeds, bonds, contracts, and any other instruments which the Board of Directors has authorized to be executed; and in general shall perform all duties incident to the office of the President of the Board of Directors 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 death, inability or refusal to act, the Vice-President (First) shall perform the duties of the President and when so acting, shall have all powers of and be subject to all of the conditions of the President. The Vice-President

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(First) shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice-President (Second) shall act in the inability or the refusal to act of the Vice-President (First) as if the Vice-President (First) could himself act.

Section 7. Secretary. The Secretary shall keep the minutes of the Board of Directors in one or more books provided for that purpose and see that all notices are given in due accordance with the provision of the By-Laws as required by law, as well as to be custodian of the corporate records and documents of the Corporation, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may

be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, to give and receive receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories of security as shall be selected in accordance with the designation of the Board of Directors.

Section 9. Committees. The President, with the consent of the Executive Committee, may from time to time establish such committees for such purposes and for such duration as is necessary and advisable for the easy management of the internal affairs of the Corporation.

## ARTICLE VI

### Contracts, Loans, Checks and Deposits

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 any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for

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the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories for securities as the Board of Directors may select.

Section 5. Audit. The accounts of the Treasurer shall be subject to audit immediately following the end of the fiscal year by an auditor not a member of the Finance Committee and appointed by the President, with majority approval of the Board of Directors. Special audits may be conducted at other times at the discretion of the Board of Directors.

Section 6. Annual Report. The President shall submit an annual report to the membership at the annual membership meeting. The President shall also be empowered to require a report from any of the paid professional staff at such times as he or the Board of Directors deems proper.

## ARTICLE VII

## Waiver of Notice

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these By-Laws, or the Articles of Incorporation, or the Nebraska Non-profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed to be equivalent to the giving of such notice.

## ARTICLE VIII

### Staff

The Board of Directors shall appoint and designate all clerical help and staff, and may employ professional paid staff when and as it deems necessary. Such paid

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staff appointments shall, however, be submitted in advance to and be subject to the approval of American Youth Hostels, Inc. The duties of paid staff employees their titles, terms, compensation and the scope and extent of their authority shall be as specified by the Board of Directors.

## ARTICLE IX

### Fiscal Year

The fiscal year of the Council shall begin on October 1st and terminate on September 30th of the following year. Said period may be changed by direction of the Board of Directors to conform to any changes as may be required by American Youth Hostels, Inc.

## ARTICLE X

### Amendments

The power to alter, amend, or repeal these By-Laws or to adopt new By-Laws is vested in the Board of Directors. The By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of two-thirds of the Board of Directors present and voting at any regular or special meeting provided a quorum is present.

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(Bylaws)gen 7 Jan 2000