

**ARTICLES OF INCORPORATION  
OF  
COLLEGE VIEW NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I**

The name of the corporation shall be College View Neighborhood Association, Inc., hereafter called the "Association".

**ARTICLE II**

This corporation is a mutual benefit corporation.

**ARTICLE III**

The principal office of the Association is located at Union Bank 4732 Calvert, Lincoln, Nebraska 68506.

**ARTICLE IV**

The street address of the initial registered office of the Association shall be Union Bank 4732 Calvert, Lincoln, Nebraska 68506. The name of initial registered agent at such address shall be Jason McCown.

**ARTICLE V**

The name and street address of each incorporator of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ron Detweiler	c/o Union Bank & Trust Company 4732 Calvert Lincoln, Nebraska 68506
Jason McCown	c/o Union Bank & Trust Company 4732 Calvert Lincoln, Nebraska 68506
Lynn Fisher	PO Box 6661 Lincoln, NE 68506

**ARTICLE VI**

This Association shall have members. The characteristics, qualifications, rights, limitations, and obligations for membership shall be specified in the Bylaws.

## **ARTICLE VII**

The affairs of this Association shall be managed by a Board of not fewer than three (3) Directors, who need not be members of the Association. The number and selection of directors shall be specified in accordance with the Bylaws. The names and addresses of the persons who are to act initially in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Ron Detweiler	c/o Union Bank & Trust Company 4732 Calvert Lincoln, Nebraska 68506
Jason McCown	c/o Union Bank & Trust Company 4732 Calvert Lincoln, Nebraska 68506
Lynn Fisher	PO Box 6661 Lincoln, NE 68506

## **ARTICLE VIII**

The corporation shall have perpetual existence.

## **ARTICLE IX**

Upon dissolution of the Association, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute the assets of the corporation exclusively to public entities or selected charitable organizations which qualify as exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of future laws.

**ARTICLE X**

Amendment of these Articles shall be pursuant to the Nebraska Nonprofit Corporation Act.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators and directors of this Association, have executed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Ron Detweiler, Incorporator

\_\_\_\_\_  
Jason McCown, Incorporator

\_\_\_\_\_  
Lynn Fisher, Incorporator

**BYLAWS OF THE  
COLLEGE VIEW NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I  
PURPOSE**

1.1 The purpose of the corporation shall be to preserve, protect and advance the common interests of the neighborhood in which its members reside, to disseminate information of interests to those residents, and to promote a spirit of community among its members.

1.2 The corporation shall be operated exclusively for non-profit purposes. It shall be non-partisan and non-political.

1.3 The corporation has agreed to assume responsibility for coordination of city re-development activities and other private and public projects affecting the neighborhood.

**ARTICLE II  
MEMBERS**

2.1 Qualifications

2.1.1 Adult residents and authorized representatives of businesses located within the area bounded by Van Dorn, LaSalle, 40th Street and 56th Street in the City of Lincoln, Lancaster County, Nebraska, shall be eligible to become members of this corporation.

2.1.2 Eligible adult residents and authorized representatives shall become members upon payment of the annual dues for the current year. If a member fails to pay the annual dues for the current year, such member shall cease to be a member and all membership privileges of such member shall be revoked.

2.1.3 Each member is entitled to one vote at any meetings of the corporation which members are entitled to attend and vote, not to exceed two votes per household or business entity.

2.2 Meetings

2.2.1 The annual meeting of the members of this corporation may be held during the month of June, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Annual meetings may be held in the principal office of the corporation or at such other place, either within or without the State of Nebraska, as shall be determined by the Board of Directors. The time of such annual meeting shall be determined by the Board of Directors and stated in the notice.

2.2.2 Special meetings of the members may be called by the President, the Board of Directors, or at the request of a member of the corporation. Special meetings shall be held at such place, either within or without the State of Nebraska, and at such date and

time as shall be stated in the notice.

2.2.3 Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be made in the corporation's newsletter.

2.2.4 Six voting members of the corporation shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the members at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law.

2.2.5 At all meetings of the members, a member may only vote in person. No proxies by a member will be allowed.

### **ARTICLE III** **DIRECTORS**

#### 3.1 Number and Qualification

3.1.1 The business and affairs of the corporation shall be managed by a Board of Directors consisting of three (3) directors. The directors need not be members of the corporation. Although the number and qualifications of the directors may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

3.1.2 At each annual meeting, the members shall elect directors who shall hold office until the next succeeding annual meeting and until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation or removal.

3.1.3 Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of members called expressly for that purpose. Vacancies caused by any other cause may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.1.4 At a meeting of the members called expressly for that purpose, directors may be removed in the manner hereinafter provided. Any director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the majority of the members then entitled to vote at an election of directors.

3.1.5 In the event that any director shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with these Bylaws within one (1) fiscal year, such member may be removed by the Board by the affirmative vote of a majority of the Board in attendance at the next regular monthly Board meeting following the third missed regular monthly Board meeting. The director subject to the removal vote shall not be entitled to vote and shall not be taken into account in determining the number of votes necessary to constitute a

majority.

3.1.6 Any member of the Board of Directors may be removed for cause by the affirmative vote of a majority of the Board in attendance at a regular Board meeting or special Board meeting called for the express purpose of such removal. For this purpose, the director subject to the removal vote shall not be entitled to vote and shall not be taken into account in determining the number of votes necessary to constitute a majority.

## 3.2 Meetings

3.2.1 The annual meeting of the Board of Directors shall be held without notice other than this Bylaw immediately following adjournment of the annual meeting of members and shall be held at the same place as the annual meeting of members unless some other place is agreed upon by vote of a majority of the elected Board of Directors.

3.2.2 Regular meetings of the Board of Directors may be held once per quarter on a date selected at the prior meeting of the Board of Directors.

3.2.3 Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, and shall be held at the principal office of the corporation or at such other place, either within or without the State of Nebraska, and at such date and time, as the notice may state.

3.2.4 A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.2.5 Notice of special meetings shall be mailed to each director at his or her last known address at least two (2) days prior to the date of holding said meetings. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.2.6 At all meetings of the Board of Directors, each director shall have one vote.

3.2.7 Any action required to be taken at a meeting of the Board of Directors, or of any standing committee, may be taken without a meeting, if a consent in writing, setting forth the action so take shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

3.2.8 A director of the corporation who is present at a meeting of the Board of

Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action.

3.2.9 Members of the Board of Directors, officers, or any standing committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### 3.3 Standing Committees

3.3.1 The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, establish such standing committees of this corporation as the Board may determine to best fulfill the objectives of the corporation. Such standing committees may include committees for beautification, public safety, audit, communication, community outreach, governmental or commercial relations, social activities or such others as the Board determines. However, the Board is not required to establish any one or more of the committees designated above. The standing committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them.

3.3.2 The Board of Directors shall appoint one member of the corporation to serve as the chairperson of each established standing committee. The term of service for each standing committee chairperson shall be for one (1) year or until their new successors are elected.

3.3.3 In the event that any standing committee chairperson shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with these Bylaws in one fiscal year, such standing committee chairperson may be removed by the Board by the affirmative vote of a majority of the Board in attendance at a special Board meeting called for the express purpose of such removal.

3.3.4 Each standing committee chairperson shall have the following duties and responsibilities: (1) with respect to his/her committee, propose projects and ongoing programs to the Board of Directors consistent with the purpose for which the committee was created; (2) develop and maintain contact, communication, cooperation and joint participation with the members and other community organizations in programs pertaining to such committee's activities; (3) recruit, organize and direct volunteers and donors for committee activities; (4) approve all expenditures for authorized committee activities to the Treasurer for payment; and (5) perform all other duties as assigned by the Board of Directors.

## **ARTICLE IV** **OFFICERS**

### 4.1 Number and Qualification

4.1.1 The officers of the corporation shall be President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person. All officers must be members in good standing of the corporation.

4.1.2 The officers of the corporation shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

4.1.3 Any officer of the corporation, elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.1.4 Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any meeting.

4.1.5 In the event that an officer shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with these Bylaws in one (1) fiscal year, such officer may be removed by the Board of Directors by the affirmative vote of a majority of the Board in attendance at the next regular monthly Board meeting following the third missed regular monthly Board meeting.

4.1.6 Any officer may be removed by the Board for cause by the affirmative vote of a majority of the Board in attendance at a regular Board meeting or special Board meeting called for the purpose of such removal.

### 4.2 Duties and Authority

#### 4.2.1 President

4.2.1.1 The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall be a member, ex-officio, of all standing committees.

4.2.1.2 The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President may sign checks in the



absence of the Treasurer.

4.2.1.3 The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.2.1.4 The President shall communicate with all members of this corporation through periodic newsletter.

#### 4.2.2 Vice President

4.2.2.1 In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

4.2.2.2 The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### 4.2.3 Secretary

4.2.3.1 The Secretary shall attend and keep minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose.

4.2.3.2 The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

4.2.3.3 The Secretary shall be the custodian of the corporate records and shall generate the official correspondence of this corporation subject to the approval of the Board of Directors. The Secretary shall maintain the official database of the members of the corporation

4.2.3.4 The Secretary shall be authorized to co-sign checks over \$350.

4.2.3.5 The Secretary shall inform the Board of Directors of matters of which he/she becomes aware pertaining to legal and regulatory compliance affecting the operation of this corporation.

4.2.3.6 The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### 4.2.4 Treasurer

4.2.4.1 The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws

4.2.4.2 The Treasurer shall sign all checks for authorized disbursements of this corporation. All checks over \$350.00 will require the co-signature of the President or the Secretary.

4.2.4.3 The Treasurer shall make no disbursements without prior written approval of the Board of Directors.

4.2.4.4 The Treasurer shall submit current monthly financial reports to the Board of Directors, shall present current financial reports previously approved by the Board of Directors to the general membership on a quarterly basis, shall prepare all financial reports and disclosures for approval by the Board of Directors as may be required from time to time by outside regulatory authorization, and shall maintain a list of all members of the corporation who have paid dues for the current year.

4.2.4.5 The Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **ARTICLE V** **AMENDMENTS**

5.1 These Bylaws may be amended by a two-thirds vote of the general membership present at an official meeting.

5.2 These Bylaws shall become effective upon ratification of a two-third vote of the members present at an official meeting of the general membership, and shall supersede any previous Bylaws.

## **ARTICLE VI** **INDEMNIFICATION**

6.1 To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

6.2 To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by

reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

6.3 To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

6.4 The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

## **ARTICLE VII** **MISCELLANEOUS**

7.1 The fiscal year of this corporation shall be from April 1 through March 31.

7.2 Dues required for voting members shall be determined by the Board of Directors on an annual basis.

7.3 The corporation shall have the authority to borrow money, but only under circumstances creating no personal liability to its Directors, officers or members.

7.4 The corporation shall not do any act which will constitute a basis for denial of tax exemptions under applicable laws.

7.5 Individual members shall be entitled to reimbursement for actual, ordinary, necessary, and reasonable expenses incurred by him/her in connection with conducting authorized business of the corporation and upon the presentation of prior written approval of the Board of Directors and original receipts to the responsible standing committee chairperson or officer for approval and submission to the Treasurer for disbursement of funds.

7.6 Officers, other than the Secretary, and standing committee chairpersons must notify the Secretary in writing to resign their positions.

7.7 The Secretary must notify the President in writing to resign his/her position.

7.8 All files of the corporation in the possession of the outgoing officers or members of the Board of Directors must be relinquished to the new members of the Board of Directors no

later than the date of February Board of Directors meeting.

7.9 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules this corporation may adopt

COLLEGE VIEW NEIGHBORHOOD  
ASSOCIATION, INC.

By: \_\_\_\_\_  
Secretary