

Amended By-Laws of  
**High Plains Weed Management Association**

**I. Purpose**

The purpose for which the Corporation is organized shall be exclusively charitable, educational and cultural within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. The general nature of the corporation shall be to engage in education, research and control aimed at establishment of an integrated invasive plant species/noxious weed management system.

High Plains Weed Management Association will coordinate invasive plant species/noxious weed education, research and control with various partners/entities concerned with promoting invasive plant free habitats. Coordinating the efforts of the partners will provide a broad spectrum of innovative approaches for improving/rehabilitating natural habitat.

High Plains Weed Management Association will promote education and share education between partners and the public allowing for a larger area to be addressed. This will result in longer lasting rehabilitation benefits.

**II. Offices**

The principal office of the corporation shall be at 1517 Broadway, Suite 101, Scottsbluff, NE 69361.

**III. Seal**

The corporation shall have no seal, but in the event any documents to be executed by the corporation require the affixing of a seal, the secretary may inscribe on such document the name of the corporation and there under the words: "Corporate Seal, Not for Profit", followed by the signature of the secretary.

**IV. Members**

**Section 1.** The qualifications for membership will be any person/entity with an interest in the High Plains Weed Management Association and its purposes.

**Section 2.** Persons/entities will be selected for membership by the board of directors of the High Plains Weed Management Association.

**Section 3.** Each member will serve an unrestricted term or until replaced by the board of directors

**Section 4.** Members may not vote by proxy at any meeting of members.

**Section 5.** The membership of the corporation shall be the incorporators, the duly elected Board of Directors, as long as they hold office as such, and such persons as may from time to time be elected to membership by the Board of Directors. Each member shall have one vote at a meeting of the members.

## **V. Board of Directors**

The affairs of the corporation shall be managed by a Board of Directors.

**Section 1.** The Board of Directors shall be not less than seven (7) or more than eleven (11) directors, and the initial Board of Directors shall be appointed in the Articles of Incorporation. All Directors shall serve a three-year term, with the terms being staggered. The initial Board of Directors shall have two (2) directors serving a one year term, three (3) directors serving two year terms and three (3) directors serving three year terms. The Directors shall be entitled to serve successive terms. In addition to the Directors, the Board of Directors may also appoint two interns for a term of one year each. The interns shall not have voting rights or privileges.

**Section 2.** Meetings of the Board of Directors shall be held at 1517 Broadway, Scottsbluff, NE, 69361 unless written notice of a different place is given to each Director within at least seven (7) days in advance of the particular meeting.

**Section 3.** In addition to the annual meeting of members provided for in the Articles of Incorporation, the Board of Directors shall meet at the call of the President or any three of its members. Such call shall be in writing and shall state the time and place of the meeting and shall be mailed to each Director at his regular residence or business address sufficiently in advance of the meeting to provide at least two days notice of such a meeting. Such call or notice of time and place of a regular meeting may be waived and attendance at the meeting shall constitute such waiver.

**Section 4.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business and a majority of the members present and voting at any meeting shall be necessary and sufficient to take affirmative action by the Board. For purposes of these By-Laws, abstention shall constitute voting.

**Section 5.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, to have and exercise such authority as the Board of Directors may provide, except such authority as is reserved from committees, by the Nebraska Non-Profit Corporation Act.

**Section 6.** Any action required by the provisions of the Nebraska Non-Profit Corporation Act or which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting of the Directors if a consent in writing form, setting forth the action so taken, shall be signed by all the members of the Board of Directors in office.

**Section 7.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose and/or for any special purpose of the corporation.

**Section 8.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, 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 9.** All checks, drafts or orders for the payment of money, notes of other evidences of indebtedness, issued in the name of the corporation, shall be signed by two (2) of the designated officers of the corporation.

**Section 10.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 11.** Directors may be removed from office in the event they have three or more unexcused absences from meetings during their term.

## **VI. Officers**

**Section 1.** The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. No one person may hold two or more offices.

**Section 2.** The President shall be a member of the Board of Directors. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings unless absent or disqualified. The President shall have general authority to supervise, direct and manage the business and affairs of the corporation. The President shall be responsible for carrying out the orders and resolution of the Board of Directors. The President shall execute on behalf of the corporation all contracts, agreements, deeds, conveyances, leases, notes, obligations, powers and

undertakings of the corporation except as the Treasurer is authorized herein to exercise the rights and powers of the corporation. The President shall have all of the general powers and duties of supervision and management ordinarily vested in the office of the President of the corporation.

**Section 3.** The Vice-President shall be a member of the Board of Directors and shall, in the absence, disability or disqualification of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe from time to time. The Vice-President shall not automatically succeed to the office of the President unless elected to that position.

**Section 4.** The Secretary shall be a member of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall keep the records and files of the corporation's correspondence and other transaction except for those dealing principally with the corporation's funds and accounts which shall be maintained by the Treasurer. The Secretary shall perform the duties generally ascribed to the Secretary of a corporation and such functions as shall be assigned to the office by the President or the Board of Directors.

**Section 5.** The Treasurer shall be a member of the Board of Directors. The Treasurer shall be the principal financial and fiscal officer of the corporation, and shall receive and safely keep all moneys, funds and securities of the corporation and maintain adequate books and records of all transactions relating thereto, which books and records shall be available for inspection at any reasonable time to any member of the Board of Directors. The Treasurer shall make an accurate and adequate account and report to the Board or Directors at each of its regular meetings and at such other times as the President or the Board may require disclosing the financial and fiscal affairs, transactions and position of the corporation. The Treasurer shall, when necessary and proper, endorse on behalf of the corporation for deposit to the account of the corporation any and all items payable to the corporation. The Treasurer shall, with the approval of the Board of Directors, select an appropriate depository or depositories for the corporation's moneys, funds and securities. With the requirement of the signature of two (2) of the elected officers, the Treasurer is allowed to draw checks, drafts or orders upon the corporation's bank accounts for proper corporate purposes. The Treasurer shall have the authority and perform the duties generally had and performed by the Treasurer of a corporation, subject at all times to the direction and control of the Board of Directors. If the Board of Directors shall so require, the Treasurer shall give a bond at the expense of the corporation in such sums and with such security as the Board may direct for the faithful performance of official duties and for the safekeeping of money, funds and securities coming into the Treasurer's possession.

**Section 6.** In the absence or disability of any officer of the corporation, the Board of Directors may delegate the duties of any officer to such a person or committee, as it may deem necessary.

**Section 7.** Any officer may be removed by the Board of Directors with or without cause at any time by an affirmative vote of a simple majority of the Directors, and any member of the Board of Directors may be similarly removed by action of the Board of Directors.

**Section 8.** Election of officers shall be held every year on the last quarterly meeting usually in December for officers starting their term the following January.

**Section 9.** The fiscal year of High Plains Weed Management Association will be July 1<sup>st</sup> through June 30th.

## **VII. Amendments**

**Section 1.** The board of directors may amend these by-laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any number of amendments or an entire revision of the by-laws may be submitted and voted upon at a single meeting of the board of directors and will be adopted at such meeting upon receiving a majority of the members of the board of directors.

## **VIII. Dissolution**

**Section 1.** Upon the dissolution of the corporation and after the payment or the provision for payment of all liabilities of the corporation, the board of directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c) (3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

ROBERTS RULES OF ORDER shall serve as the parliamentary authority for the Board meetings insofar as it is not contrary to these By-Laws.

ADOPTED at the meeting of the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2008.

---

Secretary