

# Fremont Ice Association

## By-laws

Originally adopted August 2,  
2010 Amended April 15th 2019  
and Amended and Restated on  
April 17, 2023

### ARTICLE 1.0 NAME, LOCATION AND FISCAL YEAR

1.1. Name and Location. The name of the Association is the Fremont Ice Association (the “Association”), with a mailing address and principal office of 1558 East Military Avenue, Fremont, NE 68025.

1.2. Fiscal Year. The Association’s fiscal year shall be the calendar year.

### ARTICLE 2.0 PURPOSE AND POWERS

2.1. Purpose. The purpose of the Association is to act as a Public Benefit Corporation as defined in Neb. Rev. Stat. § 21-1914(26) of the Nebraska Nonprofit Corporation Act to receive and administer funds to foster amateur ice skating activities and competition. The Board of Directors shall manage the Association and distribute Association income in furtherance of those stated purposes.

2.2. Lawful Acts. The Association may undertake all lawful acts and things necessary to accomplish the purposes of the Association.

2.3. General Powers. The Association may exercise all powers granted to corporations under the laws of the State of Nebraska.

### ARTICLE 3: NONPROFIT STATUS

3.1. Tax Exempt Status. The Association shall be operated exclusively for nonprofit purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”). In furtherance of these purposes, the Association shall act, and shall take such actions to ensure compliance with its tax exempt status under the Code.

3.2. Maintenance of Nonprofit Status. The Association is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, except as reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation to the extent allowed by Section 501(c)(3) of the Code and the Nebraska Nonprofit Corporations Act. No director, officer or other private person shall be entitled to share in the distribution of any of the corporate assets of the Association upon the dissolution thereof.

3.3. Lobbying and Political Activity. No substantial part of the activities of the Association shall be lobbying or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition, to any candidate for public office.

3.4. Preservation of Nonprofit Status. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE 4.0 AFFILIATIONS

4.1. Affiliations. Pursuant to the Amateur Sports Act of 1978, 36 U.S.C. § 220501 et. seq., and in furtherance of the Association's purposes, the Association is affiliated with, cooperates with and maintains uniform playing rules in accordance with the bylaws, rules and regulations of USA Hockey, Inc., hereinafter referred to as "USA Hockey," and the Mid West Amateur Hockey Association.

4.2. Compliance with USA Hockey and the Mid West Amateur Hockey Association's Rules and Regulations. The Association shall at all times abide by and act in accordance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey and the Mid West Amateur Hockey Association. Such documents and decisions shall take precedence over and supersede all similar governing documents and decisions of the Association. Further, the Association shall assist MWAHA and USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of MWAHA and the Board of Directors of USA Hockey, within and upon its members and/or within its jurisdiction and

(ii) agrees to be guided by the following core values of MWAHA and USA

Hockey:

**SPORTSMANSHIP** - Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

**RESPECT FOR THE INDIVIDUAL** - Treat all others as you expect to be treated.

**INTEGRITY** - We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

**PURSUIT OF EXCELLENCE AT THE INDIVIDUAL, TEAM AND ORGANIZATIONAL LEVELS** -Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

**ENJOYMENT** - It is important for the hockey experience to be fun, satisfying and rewarding for the participant.

**LOYALTY** - We aspire to teach loyalty to the ideals and fellow members of the sport of hockey.

**TEAMWORK** - We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

4.3. Indemnification of USA Hockey. As a local organization of USA Hockey and the Mid West Amateur Hockey Association, the Association shall indemnify and hold harmless MWAHA, the Board of Directors and each member thereof, the executive committee of MWAHA and each member thereof, councils, and committees of MWAHA, and all other elected, appointed, employed, or volunteer representatives of MWAHA. USA Hockey, the Board of Directors of USA Hockey and each member thereof, the Executive Committee of USA Hockey and each member thereof, councils and committees of USA Hockey and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Hockey from any and all claims, liability, judgments, costs, attorneys' fees, charges and expenses whatsoever, arising from the acts and omissions of MWAHA and USA Hockey, except to the extent (i) that MWAHA or USA Hockey or its afore-described representatives caused such claims, liability, judgments, costs attorneys, fees, charges or expenses by their own intentional neglect or default or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of MWAHA or USA Hockey. Further, the Association understands and acknowledges that MWAHA and

USA Hockey and its afore-described representatives have assumed understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this by-law.

4.4. Screening and Abuse Policies. The Association shall comply with the USA Hockey screening and abuse policies and enforce the provisions thereof as they may be adopted and amended from time to time.

4.5. Insurance. The Association agrees to be covered by the General Liability insurance policy and the Directors and Officers and Crime insurance policy maintained by USA Hockey. To the extent that the Association purchases any similar additional insurance coverage, the Association agrees to name USA Hockey as an additional insured under such policy.

#### ARTICLE 5.0 MEMBERSHIP

5.1. Qualifications for Membership. Membership in the Association shall be open to and include:

(a) Parents or legal guardians of minor players registered and in good standing with the Association, USA Hockey and the Mid West Amateur Hockey Association;

(b) Rostered head and assistant coaches of Association teams who are in good standing with the Association, USA Hockey and the Mid West Amateur Hockey Association and not members under subsections (a) or

(c) of this section; and

(c) Members of the Association's Board of Directors who are in good standing with the Association, USA Hockey and the Mid West Amateur Hockey Association and not members under subsections (a) or (b) of

this section.

5.2. Eligibility to Vote on Association Matters. Each member of the Association shall be allotted one vote on all matters subject to a vote of the Association's membership, except that no more than one vote may be cast by any single family unit regardless of the number of members within that family unit. For the sake of clarity, and by way of example only, if a family unit has two (2) parents/legal guardians (regardless of marital status) and three (3) players, then that family unit must agree on how to cast their vote on any given issue such that only one (1) vote is cast for that family unit.

5.3. Duration of Membership; Termination of Membership. Association membership shall continue from Annual Meeting to Annual Meeting, except that the Board of Directors of the Association may terminate the membership of a member at any time for reasons including, but not limited to: (1) failure to pay any financial obligation owed to the Association; (2) removal from a position which forms the sole qualification for the person's membership in the Association; (3) removal or suspension of an Association member by USA Hockey or the Mid West Amateur Hockey Association; and (4) resignation from the Association.

The Board of Directors may also terminate membership at any time for violation of the rules and regulations of the Association, the Mid West Amateur Hockey Association, or USA Hockey. Membership termination for any such rule violation may only occur after notice and hearing in accordance with these bylaws and the rules, regulations, policies and procedures of the

Mid West Amateur Hockey Association and USA Hockey.

## ARTICLE 6: MEMBERSHIP MEETINGS

6.1. Annual Membership Meeting. There shall be an Annual General Meeting of the Membership called by the Board of Directors which shall be held within 30 days before or after April 15 of each year at a date, place and time to be determined by the Board of Directors. The annual meeting shall be open to the general membership of the Association. At the Annual General Meeting of the Membership, the members shall transact such business as shall properly come before them including, but not limited to, the election of Directors, the approval of any amendments to the Articles of Incorporation or Bylaws, and the receipt of annual reports.

6.2. Special Meetings of the Membership. Special meetings of the membership may be called by a majority vote of the Board of Directors. At any special meeting of the membership, the membership may only transact such business as is included in the notice of the special meeting.

6.3. Notice of Meetings of the Membership. Notice of Meetings of the Membership shall be made by posting the meeting date, place, time and agenda on the Fremont Flyers website at [www.fremontflyers.org](http://www.fremontflyers.org) no less than ten (10) days prior to the meeting date, and through such other notice as the Board determines in its discretion (including, but not limited to, email notification).

6.4. Voting by the Membership. Members may only vote in person. Voting by proxy or by absentee ballot is not allowed.

6.5. Quorum. The members present at any properly noticed regular or special

meeting of the membership shall constitute a quorum.

6.6. Parliamentary Procedures. The proceedings at all meetings of the membership shall be governed by Roberts Rules of Order.

#### ARTICLE 7.0 BOARD OF DIRECTORS

7.1. General Powers. The property, affairs and business of the Association shall be managed and directed by its Board of Directors as provided for in these Bylaws and the Nebraska Nonprofit Corporation Act. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and policies, not contrary to law or to the Articles of Incorporation or these Bylaws, as they may deem expedient concerning the conduct, management and affairs of the Association, including the preparation of an annual budget, the fixing and collection of fees, the adoption of regulations, the expenditure of funds, the auditing of books and records, and other details relating to the general purposes of the Association.

7.2. Number, Tenure and Qualifications. The Board of Directors shall be made up of four Elected Directors and one Designated Director, for a total of five (5) Directors.

7.2.1. Elected Directors. Each Elected Director will hold office for a term of two years staggered so that two Elected Directors seats shall be up for election each year. Directors will be installed at the close of the Annual Meeting at which they are elected and serve until their successors are elected and installed. Elected Directors may serve no more than three

successive terms.

7.2.2. Designated Director. The Designated Director shall be appointed annually by the Board of Directors, by majority vote, at the special meeting of the Board of Directors held immediately prior to the annual meeting of the Members. The Designated Director shall serve until he or she is either reappointed or replaced the following year pursuant to this Section 7.2.2.

7.3. Nomination and Election of Elected Directors. Elected Directors will be elected at the Association's Annual Membership Meeting. All candidates for Elected Directors must submit a written "Statement of Candidacy" to the Association Secretary at least 15 days prior to the posted election date. The Statement of Candidacy must declare the candidate's intention to serve, if elected, and that the candidate is not under discipline or suspension by the Association, the Mid West Amateur Hockey Association, or USA Hockey. Written Statements of Candidacy received by the Secretary less than 15 days prior to the posted election date shall be eligible for write-in status by the membership but will not appear on the ballot.

The Secretary shall post, in a location to be designated by board, 10 days prior to the election, at least one copy of the ballot with the ballot measures for the membership to view. Write-in votes for candidates that have not submitted a written Statement of Candidacy shall not be counted. The candidates receiving the greatest number of votes shall be elected to fill each vacancy. In the event of a tie, a runoff election shall be conducted.

7.4. Annual Meetings of Directors. The Annual Meeting of the Board of Directors for the purpose of electing Officers and transacting such other business as may be brought before the Board, shall be held each year as soon as is practical immediately following the Annual General Membership Meeting.

7.5. Special Meetings of Directors. Special Meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors.

7.6. Notice of Meetings of Directors. Written notice of the time and place of all meetings of the Board of Directors shall be given to each member of the Board of Directors by first class mail, electronic mail, or in person at least seven days prior to the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail, postage prepaid, and addressed to each Director at his or her address as shown by the records of the Association.

7.6.1. Waiver of Notice. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at 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 such meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting.

7.7. Quorum, Conduct of Meetings and Minutes. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. If a quorum is not present, a majority of the Directors present may adjourn the meeting to a time certain without further notice. All meetings of the Board of Directors shall be conducted pursuant to Robert's Rules of Order. The minutes of such meetings shall be taken by the Secretary and be available to the Membership.

7.8. Telephonic or Electronic Meetings. Directors may participate in and hold meetings by teleconference or any other means which allows all participants to hear each other. Participation in such a meeting shall constitute presence in person at the meeting. Directors may cast votes via electronic mail for urgent matters that require action prior to an upcoming board meeting.

7.9. Absence, Incapacity, Vacancy, Reinstatement, Appointments.

7.9.1. A Director shall not accept office unless that person intends to attend all Board meetings except for illness or serious personal and/or professional difficulties. In the event of anticipated absence(s), the Director shall request to be officially excused by the President at any time prior to the Call to Order or within 24 hours after a meeting requiring their attendance. Within reason, such request shall be in writing. Failure to obtain the President's excuse three times during the Director's term may result in the Director being removed from office by a majority vote of the Board.

7.9.2. In the event of a vacancy on the Board due to death, resignation or removal, the remaining Board members may appoint a qualified

replacement to serve the remaining unexpired term of office.

#### 7.10. Resignation and Removal.

7.10.1. Resignation. A Director may resign at any time by providing written notice to the Secretary. If a resignation of a Director is made effective at a later date, the Board may fill the pending vacancy in accordance with this Article before the effective date of resignation, so long as the Board provides that the successor does not take office until the effective date of resignation.

7.10.2. Removal. Elected Directors may be removed by the members as provided in the Nebraska Nonprofit Corporations Act at a meeting of the membership for which the notice of meeting specifically states that the purpose, or one of the purposes, of the meeting is the removal of the director.

7.11. Compensation. Directors shall not be paid compensation for their service as Directors. However, Directors may be compensated for expenses actually incurred for attendance of special meetings, seminars or other Association related functions. Nothing herein shall be construed to preclude any Director from serving the Association in any other capacity and to receive compensation therefore. In addition, the Directors may be permitted to approve a stipend to be paid to any Director which serves in a role that requires considerable time and effort to be devoted above and beyond what would reasonably be expected of a Director serving in a voluntary capacity.

## ARTICLE 8: INDEMNIFICATION

8.1. Indemnification of Directors and Officers. Subject to the provisions of this Article, the Association shall indemnify any member of the Board of Directors or any officer of the Association against any and all losses, injuries, liabilities, claims and expenses, including legal fees, judgments, fines and amounts paid in settlement, actually incurred by the officer or director, to the fullest extent now or hereinafter permitted by law, arising out of or in connection with the director or officer's performance as a member of the Board of Directors or an officer of the Association or in any other capacity on behalf of the Association.

8.2. Indemnification of Volunteers. The Board of Directors, by resolution adopted in each specific instance, may similarly indemnify any person other than a member of the Board of Directors or officer of the Association of liabilities incurred by them in connection with services rendered by them for or at the request of the Association.

8.3. Continuing Indemnification. The provisions of this Article shall continue as to a person who has ceased to be a member of the Board of Directors or officer, or who has ceased to render services for or at the request of the Association, and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.4. Limitation on Indemnification. The right of indemnification described in this Article shall not apply to any person who has breached or failed to perform the duties of office as set forth by the Nebraska Nonprofit Corporation Act, or who has engaged in self-dealing, willful misconduct or

gross negligence as determined by the Board in its sole discretion.

## ARTICLE 9.0 OFFICERS

9.1. Election, Term. Officers of the Association shall be elected by plurality vote of the Directors at the Annual Meeting of the Board of Directors following the Annual Meeting of the Membership. The board shall elect from its own members a president, a vice president, a secretary, a treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

9.2. Powers, Term and Duties of Officers. Except as hereinafter provided, the Officers of the Association shall each have powers and duties as generally pertain to their respective offices, as well as such powers and duties conferred by statute and as from time to time may be conferred by the Board of Directors. Each officer shall be elected to hold office for one year and until his/her successor has been elected and qualified.

9.2.1. President. The President shall

- (1) Be the chief executive officer of the Association;
- (2) Preside at all meetings of the board or assign a substitute in the event of his absence; and
- (3) See that all orders and resolutions of the board are carried into effect.

9.2.2. Vice President. The Vice President shall:

- (1) Assume the responsibilities of the president in the event the president is unable to fulfill his/her duties and responsibilities,

until which time the Board elects a new president;

(2) Perform such other duties as may be prescribed by the Board or the president; and

(3) See that all orders and resolutions of the board are carried into effect.

9.2.3. Secretary. The Secretary shall:

(1) Attend all meetings of the Board or assign a substitute in the event of his/her absence;

(2) Record all votes and minutes of all proceedings in a book to be kept for that purpose;

(3) Distribute, in a timely manner, copies of all minutes to Directors for their review and approval;

(4) Give or cause to be given notices of all meetings and of special meetings of the board;

(5) Keep all documents and records of the Association as required by law or otherwise in a proper and safe manner;

(6) Perform such other duties as may be prescribed by the board or the president; and

(7) See that all orders and resolutions of the board are carried into effect.

9.2.4. Treasurer. The Treasurer shall:

- (1) Have the custody of the corporate funds and securities;
- (2) Keep full and accurate accounts of receipts and disbursements in the corporate books;
- (3) Deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board;
- (4) Disburse the funds to the Association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
- (5) Render to the President and Board at the regular meetings of the board, or whenever they require, an account of all his/her transactions as treasurer and of the financial condition of the Association;
- (6) Render a full financial report at the annual meeting of the Board of Directors if so requested;
- (7) Be furnished by all corporate officers and agents at his/her request, with such reports and statements as he may require as to all financial transactions of the Association;
- (8) Arrange for a review or certified audit of Association books as required, submit tax information and returns to comply with IRS regulations;

(9) Perform such other duties given to him by these bylaws or assigned to him by the board or the president; and

(10) See that all orders and resolutions of the board are carried into effect.

9.3. Removal, Resignation, and Compensation. Any officer may be removed by a 2/3-majority vote of the Board, with or without cause. In the event of death, resignation or removal of an officer, the Board may elect a successor to fill the unexpired term. The board may authorize reimbursement of actual expenses incurred by the officers in performing corporate duties and the payment of any agreed-upon stipend to any Director pursuant to Section 7.11 hereof, which stipend amount, if any, shall be established by a majority vote of the Board.

#### ARTICLE 10: APPOINTED POSITIONS

10.1. Election, Term. The following non-voting Appointed Positions shall be appointed by plurality vote of the Directors at the Annual Meeting of the Board of Directors following the Annual Meeting of the Membership:

- House Coordinator
- Travel Coordinator
- Communications Director
- SafeSport Administrator
- Disciplinary Director
- Risk Manager
- Registrar

- Referee-in-Chief
- Coaching Director
- Fundraising Manager
- Mid West Amateur Hockey Association Representative.

The persons appointed to these positions may or may not be members of the Association's Board of Directors. One individual may hold more than one Appointed Position.

10.2. Powers, Term and Duties of Appointed Positions. The Appointed Positions of the Association shall each have the powers and duties as generally pertain to their respective offices, as well as such additional powers and duties conferred by USA Hockey, the Mid West Amateur Hockey Association, or the Association's Board of Directors. Each appointee shall be appointed to office for one year and until his/her successor has been elected and qualified. Appointees may serve an unlimited number of successive terms.

## ARTICLE 11: COMMITTEES

11.1. Standing Committees. The Association shall have the following standing committees which shall be filled as provided in these bylaws or by appointment of the President.

11.1.1. Executive Committee. The Executive Committee shall be made up of the President, as chairperson, the Vice-President, Treasurer and Secretary of the Board of Directors along with the Risk Manager and the Fundraising Manager. The Executive Committee shall be responsible for managing the affairs of the Association between Board Meetings and will

provide oversight for all disciplinary matters. A disciplinary committee can be appointed by the Disciplinary Director with oversight by the Executive Committee.

11.1.2. Screening Committee. The Screening Committee shall be made up of the Risk Manager, as chairperson, along with at least two other individuals appointed by the President. The Screening Committee shall insure that all USA Hockey screening forms are completed and submitted in accordance with the policies established by USA Hockey and the Mid West Amateur Hockey Association.

11.1.3. Coaching Committee. The Coaching Committee shall be made up of the Coaching Director, as chairperson, along with a least two other individuals appointed by the Coaching Director and confirmed by the President. The Coaching Committee shall select and appoint coaches for the Association rostered teams and insure that all coaches meet USA Hockey and Mid West Amateur Hockey Association requirements.

11.2. Additional Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more additional committees, which may consist of one or more Directors. Any such committee, to the extent provided in the resolution, shall provide recommendations for action to be voted upon by the Board of Directors and, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Committee members for such additional committees shall be appointed by the President of the Board of Directors.

11.3. Vacancies. Vacancies in the membership of any committee may be filled by appointment of the President of the Board of Directors.

11.4. Quorum. A majority of the members of any committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE 12. DISPUTE RESOLUTION

12.1. Jurisdiction. Pursuant to the Bylaws, rules and regulations of USA Hockey and the Mid West Amateur Hockey Association, USA Hockey and the Mid West Amateur Hockey Association have jurisdiction over all amateur hockey activities in the states of Iowa, Nebraska, Kansas and portions of western Missouri. The Association and its Members will comply with all procedural and substantive provisions of USA Hockey and the Mid West Amateur Hockey Association in addressing any dispute or conflict arising from the hockey activities of the Association.

12.2. Mid West Amateur Hockey Association Process for Handling USA Member Complaints. The Association will handle all member complaints in accordance with the policies and procedures set forth in the Mid West Amateur Hockey Association Process for Handling USA Member Complaints, as that policy is amended from time to time, with the exception that the Executive Committee is hereby designated as the permanent Hearing Committee.

12.3. Availability of Mid West Amateur Hockey Association Process for Handling USA Member Complaints. The Association shall keep on file and

make available to its members upon request, a copy of the Mid West Amateur Hockey Association Process for Handling USA Member Complaints.

#### ARTICLE 13 BOOKS AND RECORDS

13.1. Books and Records. The Association shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The Board shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the Association may be inspected by any officer or Director, or his/her agent or attorney, for any proper purpose at any reasonable time and by any member as provided in the Nebraska Nonprofit Corporations Act.

#### ARTICLE 14 EXECUTION OF INSTRUMENTS

14.1. Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

#### ARTICLE 15 BYLAW CHANGES

15.1. Amendments to Bylaws. Proposed amendments to the Bylaws must be submitted in writing to the Board of Directors at a regular or special meeting of the Board of Directors. The amendment(s) shall be read and discussed by the members present, after which the proposed amendment shall be tabled until the next regular or special meeting. The Secretary shall send to all Board members a copy of the proposed amendment(s) at least one week prior to the next Board meeting. A majority vote of the entire Board of Directors shall be

required to place the proposed amendment(s) on a ballot to be voted upon by the general membership. The Board shall decide timing and procedures for such a vote.

15.2. Adoption by the Membership. After proposed bylaw amendments are properly placed on the ballot by the Board of Directors, the members may adopt the bylaw amendment(s) by a majority vote at any properly noticed meeting of the membership.

#### ARTICLE 16 NON-DISCRIMINATION POLICY

16.1. Non-Discrimination. The Association and its members shall not discriminate against any individual(s) for reasons of age, color, disability, gender, national origin, race, religion, sex, or veteran status.

#### ARTICLE 17 ADOPTION OF BY-LAWS

The undersigned have been authorized to execute and file this certificate by the concurring vote of a majority of the members of said Association present at a regular meeting of the Association held upon due notice pursuant to the Nebraska Nonprofit Corporation Act on the 15th day of April, 2023, following proper placement on the ballot for vote by the membership pursuant to Article 15 hereof. These Bylaws amend and restate, and supersede in all respects any prior Bylaws of the Association, including, but not limited to, the Bylaws approved by the Members on April 15, 2019.

IN WITNESS WHEREOF, the undersigned have made, subscribed and  
acknowledged this Certificate this 15th day of April, 2023.

President Secretary