

NEBRASKA CZECHS OF LINCOLN, INCORPORATED BYLAWS

Article I

Name

The name of this non-profit corporation, 501(c)(3), referred to as this organization shall be the Nebraska Czechs of Lincoln, Incorporated, and it shall be affiliated with the Nebraska Czechs, Incorporated.

Article II

Purposes

The purposes of this organization are stated in the Articles of Incorporation which are 1) to develop and encourage interest, research and inquiry into the culture, traditions, and history of the Czech & Slovak peoples, and of Czech & Slovak immigrants to America and their descendants; 2) to collect articles and records pertaining or appropriate to this objective and to establish depositories therefore; 3) to attract public attention to the customs, culture, and heritage of the Czech & Slovak peoples by advertising, sponsoring of exhibitions, celebrations, and other events; 4) to purchase, receive by gift or bequest, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; 5) to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes herein above set forth; 6) to do all other things which are not forbidden for a non-profit corporation or by the laws of the State of Nebraska.

Article III

Members

Section 1. Individual members shall be those who have paid the current year's dues.

Section 2. Members of the Nebraska Czechs of Lincoln, Incorporated shall be entitled to all the benefits of membership having full voting rights and shall be eligible to be elected to the Board of Directors.

Section 3. Honorary members, if any, shall be determined and selected for the calendar year at the January meeting of the Board of Directors and shall not be required to pay dues for the year. The selected Queen (if one is selected) of the organization, the Princess (if one is selected), and the Prince (if one is selected) shall be considered as Honorary Members and not be required to pay any dues for the duration of their reign.

Article IV

Meetings of Members

Section 1. Regular meetings of the members shall be on a date set by the Board of Directors.

Section 2. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the current membership.

Section 3. The annual meeting of the members shall be held on the second Friday of the month of November each year, for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. If the election of Officers and Directors cannot be held on the day designated for the annual meeting, the Board of Directors shall call a special meeting of the members as soon as conveniently possible. The installation of new officers and new members of the Board of Directors may occur at the December meeting of the organization.

Section 4. The location of the regular meetings of this organization shall be held at a place determined by the Board of Directors.

Section 5. Written or printed notices shall indicate the location, date, and time of all regular meetings, special meetings, and the annual meeting, and delivered by mail or email to each member. A special meeting called shall state the purpose for the meeting in writing. Notice of all meetings shall be given at least one (1) week prior to the meetings.

Section 6. A quorum shall constitute ten (10) members in order to conduct business at any regular, special, or annual meeting.

Article V

Board of Directors

Section 1. The organization shall be managed by its Board of Directors. Directors must be members of the organization.

Section 2. There shall be eight (8) Board of Director members that include the four (4) officers (President, Vice President, Secretary, Treasurer,) and Czech Festival Chair who shall hold office for one (1) year as they are elected every year and three (3) members elected at large from the membership who shall serve on the Board in staggered terms. One (1) new member will be elected for three (3) years by the membership at the annual meeting in November and take office on January 1 of the following year. Term of office shall be January 1 through December 31.

Section 3. A meeting of the Board of Directors shall be held following their election in November at a convenient time after the annual meeting of members.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons calling a special meeting of the Board shall indicate the location, date, and time to be delivered by mail or email or by

telephone to each Director. Notice of such special meeting shall be given at least one (1) week prior to the meeting to each director.

Section 5. Five (5) Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority are present (in person or electronically), a call may be made to absent members to conduct action if voting is required or a majority of the Directors present may adjourn the meeting without further notice.

Section 6. A vacancy in the Board of Directors because of death, resignation, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, subject to approval at the next scheduled regular meeting of the membership.

Article VI

Officers

Section 1. The Officers of the organization shall be a President, Vice President, Secretary, and Treasurer. All Officers shall be of adult age.

Section 2. The Nebraska Czechs of Lincoln, Incorporated Officers and the two (2) required Delegates (one (1) of which must be an Officer or Board member) and one (1) Alternate Delegate to the Nebraska Czechs, Incorporated shall be elected annually by the membership at the annual meeting of the organization in November and take their positions on January 1 of the following year. Term of office shall be January 1 through December 31. Each Officer and Delegate shall hold office or position until a successor shall have been duly elected.

Section 3. A vacancy in any office or Delegate position because of death, resignation, or otherwise may be filled by the Board of Directors for the unexpired portion of the term, subject to approval at the next scheduled regular meeting of the membership.

Section 4. The President shall be the principal executive officer of the organization and shall in general supervise and control all the business and affairs of the organization. The President shall preside at all meetings of the members and of the Board of Directors. The President shall be an *ex officio* member of all committees except the Nominating Committee.

Section 5. The Vice President chairs the Program Committee and shall plan the programs and or activities for each meeting and serve and support the President. The Vice President shall fill the unexpired term of the President.

Section 6. The Treasurer shall 1) have charge and custody of and be responsible for all funds and securities of the organization; 2) receive and give receipts for moneys, dues, and payables to the organization; 3) deposit all such moneys in the name of the organization in such banks, trust companies or other depositories and 4) in general perform all the duties incident to the office of Treasurer (including filing any and all tax forms required by Federal and State government) and other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. The Secretary shall 1) keep the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; 2) see that all notices are duly given; 3) be custodian of the corporate records; 4) have access to the membership list for the use of the board; 5) in general perform all duties of the office of the secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors

Article VII

Standing Committees

Section 1. The Standing Committees shall be: Audit, Courtesy, Czech Festival, History, Nominating, Membership, Newsletter, Publicity/Website, Queen, Reservations, and *ad hoc* committees as deemed by the President. A committee chair shall be appointed by the President and that committee chair shall ask one (1) or more members to serve on said committee. Each member of a committee shall continue until the beginning of the next membership year, January 1, or until a successor is appointed or if a member leaves a committee. Each committee may adopt rules for its own governance, but consistent with the Bylaws or rules adopted by the Board of Directors.

Section 2. The Audit Committee shall consist of three (3) members whose duty shall be to audit or review the Treasurer's books at the close of the fiscal year and to provide their report at the following March meeting.

Section 3. The Courtesy Committee shall send sympathy, get well, special birthday, anniversary, and congratulatory cards to members.

Section 4. The Czech Festival Committee shall consist of the Board of Directors and volunteer members which shall take leadership in planning the Czech Festival.

Section 5. The History Committee shall keep pictures, news articles, and other items of interest that promote the Nebraska Czechs of Lincoln, Incorporated.

Section 6. The Nominating Committee shall nominate a slate of candidates for the offices. Before the election additional nominations from the floor shall be permitted.

Section 7. The Membership Committee will be responsible for maintaining the membership list and recruiting new members. The membership list is for Board purposes only.

Section 8. The Newsletter Committee will be responsible for creating and distributing newsletters to the membership.

Section 9. The Publicity/Website Committee shall keep the website/social media updated. Members may submit information and pictures for use on the internet.

Section 10. The Queen Committee shall advertise the need for a Queen representing the organization, provide rules and regulations to those young ladies who show interest. In the event more than one (1) candidate applies there will be a mini pageant for the election of a Queen, and plan for the crowning of the Queen at the Czech Festival. This Committee may

also select a Princess and/or Prince to serve during the one (1) year reign of the Queen who will be crowned at the Czech Festival.

Section 11. The Reservation Committee shall be responsible for taking reservations for the dinner meeting. The Committee may call or contact the members to remind them of the meeting.

Section 12. Other committees such as *ad hoc* or special committees shall be appointed by the President from time to time as deemed necessary to carry on the work of the organization.

Article VIII

Contracts, Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any Officer(s) of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

Section 2. All checks, drafts, or orders for the payment of money issued in the name of the organization shall be signed by the President and/or Treasurer of the organization and in such manner as shall be determined by resolution of the Board of Directors. All bills presented for payment must be approved by the Board of Directors.

Section 3. All funds of the organization shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the organization any contributions, gifts, and/or bequests for the general purposes or any special purpose of the organization.

Article IX

Books and Records

All books and records of the organization may be inspected by any member for any proper purposes at any reasonable time.

Article X

Fiscal Year

The fiscal year of the organization shall begin on the first day of January and end on the last day of December of each year.

Article XI

Dues

Section 1. The Board of Directors shall determine the amount of annual dues payable to the organization by its members.

Section 2. Dues shall be payable no later than January 31st of each year. Unpaid members will be removed from the membership list on February 1.

Article XII

Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws may be approved by a majority of the membership present at any regular or special meeting. At least thirty (30) days written notice must be given of intention to amend or repeal or to adopt new Bylaws at such meeting. The Board of Directors must first approve all recommendations made by the Bylaws committee or individual member(s) before submitting to the membership for vote at any regular or special meeting. The President shall appoint an *ad hoc* committee to review these Bylaws every year divisible by three (3).

Article XIII

Dissolution

In the event of dissolution or termination of the organization, the Board of Directors shall, after paying all the liabilities, dispose of all the assets of the organization by the objectives of the organization in such manner or to such organization(s) exclusively for charitable or educational purposes related to the purposes of the organization.

Article XIV

Parliamentary Authority

Except as otherwise provided in its Bylaws, The Nebraska Czechs of Lincoln, Incorporated shall be governed in its proceedings by *Robert's Rules of Order Newly Revised*.

As amended:

November 22, 1977

July 11, 1979

March 9, 1982

October 14, 1987

September 24, 2001

January 11, 2007

November 5, 2008

March 5, 2024