

## Quick Reference Guide to Vote Wise Nebraska Bylaws

1. **Organization Name & Purpose**
  - **Name:** Vote Wise Nebraska
  - **Purpose:** Educate the public on government transparency, electoral integrity, and civic engagement in a nonpartisan manner.
2. **Membership**
  - **Non-Membership Structure:** No formal members or voting members. Governance is managed solely by the Board of Directors.
3. **Board of Directors**
  - **Composition:** 3 to 5 members, with at least one from each of the top three political parties in Nebraska.
  - **Term Length:** 1 to 2 years, with possible consecutive terms.
  - **Qualifications:** No current or recent elected officials or political party officers (within 4 years) can serve on the Board.
4. **Officers**
  - **Key Roles:** Chair, Secretary, Treasurer; may also appoint an Executive Director (ED) to handle daily operations.
  - **Officer Terms:** 1-year terms, renewable. Acting roles exist if no successors are elected.
5. **Meetings**
  - **Annual Meeting:** Held yearly for officer elections and reviewing the budget.
  - **Regular Meetings:** Held at least quarterly.
  - **Virtual Meetings:** Allowed, with all members able to hear each other.
6. **Committees**
  - **Standing Committees:** Nominating Committee and Finance Committee.
  - **Special Committees:** Can be created as needed, temporary in nature.
7. **Fiscal Matters**
  - **Budget:** Annual budget approved before the fiscal year starts.
  - **Financial Oversight:** Led by the Treasurer and the Finance Committee.
  - **Contracts and Expenses:** Managed by the Treasurer or authorized officers.
8. **Advocacy and Policy Stances**
  - No endorsements or opposition to political parties or candidates. Only engages in voter education and civic advocacy.
9. **Dissolution**
  - If the organization dissolves, assets will go to other nonprofit organizations with similar purposes.
10. **Amendments**
  - **Amendments:** Amendments to the bylaws require a two-thirds Board vote, with 30 days' notice, and must comply with Robert's Rules, the Corporation's Articles, charitable purpose, and relevant laws.

# **BYLAWS OF VOTE WISE NEBRASKA**

## **Article 1: Name and Purpose**

**Section 1. Name.** The name of this organization shall be "Vote Wise Nebraska" (hereinafter referred to as "the Corporation").

**Section 2. Purpose.** (a) The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (b) The Corporation's purpose is to:

- (1) Educate the public on issues related to government transparency, electoral integrity, and civic engagement in a nonpartisan manner;
- (2) Promote informed voting by providing information about candidates, ballot measures, and public policies; and
- (3) Collaborate with other nonprofit organizations, educational institutions, and government agencies to advance the Corporation's mission.

**Section 3. Powers.** The Corporation shall possess and exercise all powers conferred by the laws of the State of Nebraska upon nonprofit corporations organized under the Nebraska Nonprofit Corporation Act, and as necessary or convenient to effect any or all of the purposes for which the Corporation is organized. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes stated herein or that would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 4. Exempt Activities.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (1) A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
- (2) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article 2: Membership**

**Section 1. Non-Membership Structure.** The Corporation shall have no members as defined in the Nebraska Nonprofit Corporation Act. The governance and affairs of the Corporation shall be vested solely in the Board of Directors, as provided in these Bylaws.

**Section 2. No Voting Members.** The Corporation shall not have voting members. All decisions regarding the management and operation of the Corporation shall be made by the Board of Directors, except as otherwise provided in these Bylaws or by law.

**Section 3. Non-Membership Participation.** While the Corporation does not have formal members, it encourages participation and support from the public and other stakeholders

through volunteer opportunities, advisory roles, and collaboration with other organizations and entities. However, such participation does not confer any voting rights or governance authority within the Corporation.

### **Article 3: Board of Directors**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors, which shall have full authority to perform all acts and functions permitted under the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws. The Board of Directors may delegate authority to officers and committees as it deems appropriate, consistent with these Bylaws.

**Section 2. Composition and Size.** The Board of Directors shall consist of not less than three (3) and not more than five (5) members. The Board shall include at least one member from each of the top three political parties represented in Nebraska, with no more than two members from the same party serving on the Board simultaneously.

**Section 3. Election and Term of Office.** Board members shall be elected by the current Board of Directors. Each Director shall serve a term of one (1) to two (2) years, as determined at the time of their election and recorded in the minutes. Board members may serve consecutive terms. If a Director's term expires and their departure would reduce the Board below three (3) members, the term limit shall not go into effect, and the Director shall serve as an "Acting Member" of the Board until a suitable replacement is elected.

**Section 4. Political Affiliation Requirement.** Recognizing that some voters may affiliate with a party for the purpose of strategic voting, rather than ideological alignment with the party, the political affiliation of each Board member shall be based on their self-identified party affiliation at the time of their appointment or reappointment to the Board.

**Section 5. Qualifications for Directors.** No person shall be seated on the Board of Directors if they are currently an elected official or an officer of a political party, or have been an officer of a political party within the last four years.

**Section 6. Removal and Vacancies. (a)** Any Director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the remaining Directors. If the removal of a Director would reduce the Board below three (3) members, the ED (or Chair, if no ED is appointed) shall immediately appoint a temporary Director to maintain the minimum required number of Board members. The temporary Director shall serve as an Acting Member of the Board with full voting rights and responsibilities until the next regular meeting or a special meeting called for the purpose of filling the vacancy, at which time a permanent replacement shall be elected by the Board. This provision is intended to prevent operational disruption, and the Board shall prioritize the election of a permanent Director. **(b)** In the event of any other vacancy on the Board, the remaining Directors shall appoint a successor to serve for the unexpired portion of the term. The appointed successor shall assume all the rights and responsibilities of the Director they replace.

**Section 7. Acting Members.** If a Director's term expires and a replacement has not yet been elected, the outgoing Director shall assume the title of "Acting Member of the Board" and continue to serve until a new Director is elected. Acting Members retain full voting rights and responsibilities but shall be identified as "Acting" in all official records. If an Acting Member should resign, reducing the Board below three (3) members, the ED (or Chair, if no ED is appointed) shall immediately appoint a temporary Director, as described in Section 6 of this Article.

**Section 8. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting each year for the purpose of appointing Directors, committees, electing officers and conducting any other business that may arise. The Board shall also hold regular meetings at least quarterly, at such times and places as determined by the Board.

**Section 9. Quorum.** The quorum of the Board of Directors shall be at least three members or a majority of appointed members, whichever is greater.

**Section 10. Telephonic and Virtual Meetings.** Directors may participate in any meeting of the Board by means of telephonic or virtual communication, provided that all persons participating can hear each other simultaneously. Participation in this manner shall constitute presence in person at the meeting.

**Section 11. Action by Unanimous Consent; Electronic Correspondence.** (a) All actions taken by unanimous consent outside of a formal meeting shall be recorded in the minutes of the next regular or special meeting of the Board. Upon the presentation of these minutes for approval, any member may object to the legitimacy of the unanimous consent decision, which shall then be treated as a motion to *Reconsider and Enter Upon the Minutes*, in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*. Should an objection be raised, the action in question shall be considered nullified until it is reconsidered and voted upon by the Board of Directors. If the action has already been acted upon, it shall be subject to discussion but cannot be nullified retroactively. (b) Decisions made by unanimous consent may be facilitated through email or other electronic communication methods, provided that all members have had the opportunity to review the proposed action. (c) A special meeting may be called by any member to reconsider a decision made by unanimous consent, following the procedures outlined for calling special meetings (See Article 5, Sec. 3).

## **Article 4: Officers**

**Section 1. Officers and Duties.** (a) The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer. The Board of Directors may also elect a Vice Chair, which shall have the rights and responsibilities consistent with that office, as described in the most recent edition of *Robert's Rules of Order Newly Revised*. (b) The Corporation may appoint an Executive Director (ED), who shall serve as the Chief Executive Officer (CEO) of the Corporation; if the position of ED is vacant, the Secretary shall assume the title and responsibilities of CEO as detailed herein:

- **Chair:** The Chair shall preside at all meetings of the Board of Directors (unless, without objection, another member or individual is appointed by the Chair to do so), collaborate with members and officers to craft agendas for meetings of the Board, oversee the implementation of Board decisions, and perform such other duties as may be prescribed by the Board or these Bylaws.
- **Secretary:** The Secretary shall maintain the official records of the Corporation, including minutes of all meetings, and shall ensure that notices of meetings are duly given in accordance with these Bylaws. In the absence of an Executive Director, the Secretary shall serve as the Chief Executive Officer, with all actions subject to Board approval.
- **Treasurer:** The Treasurer shall be responsible for overseeing the financial affairs of the Corporation, including the preparation of financial statements, management of funds, and compliance with all financial reporting requirements. The Treasurer shall also perform other duties as assigned by the Board.
- **Executive Director:** The Executive Director, if appointed, shall serve as the Chief Executive Officer (CEO) of the Corporation and shall be responsible for the day-to-day operations of the Corporation. The ED shall have the authority to sign contracts and execute documents on behalf of the Corporation, subject to the limitations set by the Board of Directors. The ED shall report directly to the Board and shall carry out the policies and decisions of the Board.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office for a one-year term or until a successor is duly elected and qualified. Officers may serve consecutive terms. If an officer's term expires and a successor has not been elected, the officer's title shall become "Acting [insert title]" until a replacement is appointed or election held in accordance with these Bylaws.

**Section 3. Executive Director Transition.** In the event that the position of Executive Director is vacant due to resignation, termination, or any other reason, the Secretary shall assume the role of Chief Executive Officer (CEO) until a new Executive Director is appointed. During this period, the Secretary's actions as CEO must be approved by the Board of Directors. The Board may delegate certain executive responsibilities to other officers or committees as needed.

**Section 4. Removal and Vacancies.** Any officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. In the event of a vacancy in any office, the Board of Directors shall appoint a successor to fill the remainder of the term. An officer appointed to fill a vacancy shall have the same powers and responsibilities as the officer they replace.

**Section 5. Acting Officers.** If an officer's term expires and a successor has not been elected, the outgoing officer shall assume the title of "Acting" in their respective role and continue to serve until a new officer is elected. Acting Officers retain full rights and responsibilities but shall be identified as "Acting" in all official records and correspondence.

**Section 6. Compensation and Reimbursement.** Board members shall serve without compensation for their services as members of the Board of Directors. However, they may be reimbursed for reasonable expenses incurred on behalf of the Corporation in accordance with Board policies. The Executive Director, if appointed, may receive reasonable compensation for their services as determined by the Board of Directors. Reimbursement for expenses incurred by the Executive Director on behalf of the Corporation may also be provided in accordance with Board policies.

**Section 7. Volunteer Executive Director.** If the Executive Director serves in a volunteer capacity, they shall not be held to the same professional standards as a compensated ED. The Board of Directors shall recognize and honor the volunteer service of the ED and shall prioritize supporting the ED in their role. The Board may provide an honorarium or reimbursement for expenses related to their volunteer service as outlined in the Board's Special Rules of Order or Policies.

**Section 8. Independent Contractor Executive Director.** If the Executive Director is compensated as an independent contractor, the rights, responsibilities, and expectations of the role shall be as outlined in the Bylaws at the time of the contract's execution. The terms of the contract may not exceed the provisions of the Bylaws, ensuring that the governance structure of the Corporation is maintained.

## **Article 5: Meetings**

**Section 1. Annual Meeting.** The Corporation shall hold an annual meeting of the Board of Directors each year, at a time and place determined by the Board. The purpose of the annual meeting shall be to elect officers, review and approve the Corporation's annual budget, receive reports from officers and committees, and transact any other business that may come before the Board.

**Section 2. Regular Meetings.** The Board of Directors shall hold regular meetings at least quarterly, at such times and places as may be determined by the Board. Regular meetings shall be scheduled and called by the Chair, or in their absence, by the Executive Director or another designated officer. Regular meetings shall be scheduled with at least fourteen (14) days' notice, to be provided electronically by email.

**Section 3. Special Meetings.** Special meetings may be called by the Chair, the Executive Director, or any two (2) Directors. A single Director may call a special meeting specifically for reconsideration of an action approved by unanimous consent or electronic communication (See Article 3, Section 6). Special meetings shall be scheduled with at least fourteen (5) days' notice, to be provided electronically by email.

**Section 4. Quorum.** See Article 3, Section 9.

**Section 5. Telephonic and Virtual Meetings.** See Article 3, Section 11.

**Section 6. Attendance Requirements.** Upon adoption of the minutes indicating a Director's third consecutive absence from regular meetings, the Director's term shall be deemed expired unless the Board of Directors votes unanimously to excuse an/the absence(s) (either at the meeting or a subsequent meeting or by Action by Unanimous Consent (See Article 4, Section 12). If a Director's term is deemed expired due to excessive absences, as described in this Section, the Director shall be listed as "Acting" until a replacement is appointed or their absences excused.

**Section 7. Waiver of Notice.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, a waiver thereof in writing or electronically signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8. Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (RONR) shall govern this Corporation in all cases where they are applicable and not inconsistent with these bylaws or any special rules of order or board policies the Corporation may adopt. Recognizing the Board's small size, strict adherence to RONR's formality requirements is not mandatory unless requested by a member. Any action or decision of the Board that does not fully comply with RONR shall remain valid unless overturned by a ruling of the Chair (subject to appeal by any member) or by a decision of the Board. If a point of order is raised immediately following the action, or a complaint is filed before the minutes are approved, the complaint shall be recorded in the minutes and retained on file by the Secretary.

## **Article 6: Committees**

**Section 1. Standing Committees.** (a) The Board of Directors may establish standing committees as necessary to carry out the Corporation's mission and objectives. Each standing committee shall be chaired by a Director and shall consist of members of the Board or other individuals as appointed by the Board. The Chair of each standing committee shall be responsible for reporting the committee's activities and recommendations to the Board.

- **(b) Nominating Committee:** The Corporation shall have a Nominating Committee composed of the Executive Director or, in the absence of an appointed ED, a member appointed by the Board whose term is not set to expire at the end of the annual year; if such a member does not exist, a non-Board member may be appointed to serve on the committee. The Nominating Committee is responsible for identifying and evaluating candidates for Board membership and officer positions.
- **(c) Finance Committee:** The Corporation shall have a Finance Committee of at least two (2) members, chaired by the Treasurer, which is responsible for overseeing the financial health of the Corporation, including budgeting, financial planning, and reporting. The Finance Committee shall help ensure compliance with all financial policies and legal requirements, shall meet from time to time and in such a manner as to be determined by

the committee Chair or the Board. The Finance Committee shall report to the Board at least once a year at the annual meeting.

**Section 2. Special Committees.** Special committees may be established by the Board of Directors as needed. Special committees shall be temporary and shall be dissolved upon the completion of their assigned task. The composition, duties, and powers of special committees shall be defined by the Board by adopted resolution at the time of their creation.

**Section 3. Committee Membership and Appointments.** (a) Committee members shall be appointed by the Chair of the Board unless, in the case of special committees, membership is provided in the resolution creating the committee. Committee members may include non-Board members (including former Board members), subject to the approval of the Board, provided that non-Board members may not exceed a majority of the total membership of the committee at the time of appointment. (b) The committee chairs shall be elected from amongst the committee members at their first meeting and shall serve until the next annual meeting. There shall be no limit to the number of terms a committee chair may serve. (c) Committee membership and appointments shall last until the next annual meeting or until new appointments are made. If no new appointments are made by the next annual meeting, the committee and its members shall continue in an "Acting" capacity. The "Acting" designation is intended to signal the need for reappointment or action but does not alter the rights, responsibilities, or authority of the committee or its members.

**Section 4. Committee Authority.** Committees shall have the authority to make recommendations to the Board of Directors but shall not have the power to make binding decisions on behalf of the Corporation unless explicitly authorized by the Board. All actions and recommendations made by committees must be approved by the Board before being implemented.

**Section 5. Ex Officio Membership.** The Chair of the Board and the Executive Director, if appointed, shall be considered ex officio members of all committees except the Nominating Committee. Ex officio members shall have the right to participate in committee discussions and deliberations but shall not have voting rights unless they are otherwise appointed as a regular member of the committee.

**Section 6. Committee Meetings.** Committees shall meet as often as necessary to fulfill their duties, at times and places determined by the committee chair or by the Board. Committee meetings may be held in person, by telephonic means, or virtually, as long as all members can participate simultaneously. The committee chair, or an appointed committee secretary, shall ensure that minutes of each meeting are recorded and submitted to the Board of Directors at its next regular, special or annual meeting.

**Section 7. Removal of Committee Members.** Any committee member may be removed by the Chair of the Board of Directors, provided his or her action is ratified with a majority vote of the Board of Directors at its next meeting, with or without cause. Additionally, any committee member may be removed by the same authority that appointed them.



## **Article 7: Fiscal Matters**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on October 1st and end on September 30th of the following year.

**Section 2. Budget.** The Board of Directors shall adopt an annual budget for the Corporation prior to the beginning of each fiscal year. The budget shall include estimated revenues and expenditures for the fiscal year, and once adopted, shall serve as the financial plan for the Corporation. The Finance Committee shall monitor the Corporation's financial performance against the budget and recommend adjustments as necessary.

**Section 3. Financial Oversight.** The Treasurer, in coordination with the Finance Committee, shall oversee the financial operations of the Corporation, ensuring that proper accounting procedures are followed. The Treasurer shall present financial reports to the Board of Directors at each regular meeting and shall prepare or oversee the preparation of an annual financial statement, which shall be presented at the annual meeting.

**Section 4. Contracts and Expenditures.** All contracts, checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such officer or officers as the Board of Directors may designate by resolution. The Board shall establish policies and procedures for the approval of contracts and expenditures, including any limitations on the authority of officers to enter into contracts on behalf of the Corporation.

**Section 5. Audits.** The financial records of the Corporation shall be audited annually by an independent auditor appointed by the Board of Directors. The results of the audit shall be reported to the Board and made available to the public in accordance with applicable laws and regulations.

**Section 6. Deposits and Funds.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Board may establish policies for the investment of funds, consistent with the Corporation's mission and applicable laws.

**Section 7. Gifts and Donations.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may establish policies regarding the solicitation and acceptance of gifts, including any restrictions on the types of gifts that may be accepted.

**Section 8. Compensation and Reimbursement.** Directors and officers of the Corporation may receive reasonable compensation for services rendered to the Corporation as determined by the Board of Directors. Directors and officers shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation, subject to policies established by the Board.

**Section 9. Honorariums and Volunteer Reimbursements.** If the Executive Director or any officer serves in a volunteer capacity, the Board of Directors may approve an honorarium or reimbursements for expenses incurred in their service to the Corporation. Such honorariums or reimbursements shall be determined by the Board and documented in the Corporation's financial records.

## **Article 8: Advocacy and Policy Stances**

**Section 1. Nonpartisan Stance.** The Corporation shall operate in a strictly nonpartisan manner. It shall not endorse or oppose any political party, or candidate for public office nor take any policy position on any issue outside of voter advocacy. The Corporation shall not accept or donate money from or to political parties, candidates for office, or any political action committees. The Corporation's activities shall be focused solely on educating the public, promoting civic engagement, and fostering informed decision-making among voters.

**Section 2. Policy Advocacy.** The Corporation may engage in policy advocacy on issues directly related to its mission of promoting government transparency, electoral integrity, and civic engagement. All policy positions and advocacy efforts shall be approved by the Board of Directors and must align with the Corporation's mission and its status as a 501(c)(3) organization.

**Section 3. Candidate Statements and Voter Guides.** The Corporation may collect and disseminate information about candidates for public office and ballot measures through voter guides, public forums, or other educational materials. Such information shall be presented in a neutral and unbiased manner, ensuring that all candidates and viewpoints are given fair representation. The Corporation shall not endorse any candidate or ballot measure.

**Section 4. Collaboration with Other Organizations.** The Corporation may collaborate with other nonprofit organizations, educational institutions, and governmental entities to advance its mission. However, such collaborations shall not imply endorsement of any political party, candidate, or specific policy position beyond those directly related to the Corporation's mission.

**Section 5. Public Statements and Media Relations.** Any public statements or communications made on behalf of the Corporation must be consistent with its nonpartisan stance and approved by the Board of Directors or the Executive Director, if appointed. The Board may establish policies governing the approval and dissemination of public statements to ensure alignment with the Corporation's mission and values.

**Section 6. Compliance with Legal and Ethical Standards.** The Corporation shall comply with all applicable laws and regulations governing nonprofit advocacy and political activity. The Board of Directors shall ensure that the Corporation's advocacy efforts do not jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall also adhere to the highest ethical standards in its advocacy work, ensuring transparency, accountability, and respect for diverse viewpoints.

## **Article 9: Dissolution**

**Section 1. Dissolution Procedure.** The Corporation may be dissolved by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting called for that purpose. Written notice stating that the purpose of the meeting is to consider dissolution must be provided to all Directors at least thirty (30) days prior to the meeting.

**Section 2. Distribution of Assets.** Upon dissolution of the Corporation, and after payment or provision for payment of all debts and liabilities of the Corporation, the remaining assets shall be distributed to one or more nonprofit organizations that are organized and operated exclusively for charitable, educational, religious, or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The specific organization(s) to receive the assets shall be determined by the Board of Directors.

**Section 3. Compliance with Legal Requirements.** The dissolution of the Corporation and the distribution of its assets shall comply with all applicable provisions of Nebraska law, including the Nebraska Nonprofit Corporation Act, as well as federal law, including the Internal Revenue Code.

**Section 4. Notification of Dissolution.** Upon the decision to dissolve the Corporation, the Board of Directors shall ensure that appropriate notifications are made to all necessary parties, including governmental agencies, creditors, donors, and any other relevant stakeholders, in accordance with legal requirements.

**Section 5. Final Accounting.** The Board of Directors shall oversee the preparation of a final accounting of the Corporation's assets, liabilities, and financial transactions, which shall be presented to the Board prior to the completion of the dissolution process. This final accounting shall be included in the official records of the Corporation.

## **Article 10: Ratification of Bylaws and Amendments**

**Section 1. Ratification.** These bylaws shall take effect upon approval of two-thirds (2/3) of the Board of Directors at its first regular or special organizational meeting and shall supersede all previous bylaws, constitutions, or charters. Furthermore, these bylaws shall comply with the Corporation's Articles of Incorporation on file with the Secretary of the State of Nebraska or as amended.

**Section 2. Amendments.** These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment has been given to all Directors at least thirty (30) days in advance of the meeting. No amendment shall be made, considered, or held valid if it conflicts with the general democratic provisions of parliamentary law, as outlined in the most recent edition of *Robert's Rules of Order Newly Revised*, the Corporation's Articles of Incorporation on file with the Secretary of the State of Nebraska or as amended, the charitable purpose of the Corporation, as provided in Article 1, Section 2, or any relevant provision of local, state or federal law.

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## **PROCEDURAL RECORD OF AMENDMENTS AND ADOPTION<sup>1</sup>**

1. These Bylaws were adopted by the Vote Wise Nebraska Board of Directors at their first Regular Meeting on September 12, 2024, pursuant to Article 10, Section 1.

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<sup>1</sup> The Procedural Record of Amendments and Adoption is not a part of the Bylaws and is for historical recordkeeping only.