

**AMENDED AND RESTATED BYLAWS
OF
LEGACY OF THE PLAINS**

1. Purpose:

The Legacy of the Plains (the “Organization”) is a result of the Merger of the Farm And Ranch Museum (incorporated as the Western Nebraska Society for the Preservation of Antique Farm Equipment on October 5, 1988) and the North Platte Valley Historical Association (incorporated on April 23, 1969). The Merger was effective January 1, 2013. In connection with the Merger, the “Members” of the Organization adopt these bylaws.

The Legacy of the Plains mission is to collect, preserve, and interpret the history of settlement and agriculture of the region for present and future generations.

2. Members:

a. Eligibility: Any person who pays dues as determined by the Board of Directors (the “Board”) is eligible for membership in the Organization.

b. Annual Meeting: The annual meeting of the Members shall be held during the month of March of each year, at a date, time and place as set by the Board. If no other place is set, then the annual meeting shall be held at the Organization’s principal office. The purpose of the annual meeting shall be for the election-approval of Directors, to receive a report on the activities and financial condition of the Organization, and for the transaction of any other necessary business. Notice of the annual meeting shall include a description of any matter or matters that must be approved by the Members pursuant to Nebraska law.

c. Special Meetings: Special meetings of the Members may be called by the President, by a majority of the Board, or by Members having 5% of the votes entitled to be cast at the meeting. Notice of a special meeting must include a description of the matter or matters for which the meeting is called.

d. Notice of Meeting: Notice of any meeting shall be given to the Members in a fair and reasonable manner. Notice is fair and reasonable if the Members are notified of the place, date and time, no fewer than 10 days nor more than 60 days before the meeting date, or as otherwise permitted by law. Any such notice may be given either personally, by first-class or registered mail, by facsimile or by e-mail. If mailed, the notice shall be considered as delivered when deposited postage prepaid in the United States mail, to the Member's last known address. If notice is given by e-mail or facsimile, the notice shall be considered as delivered when the notice is sent to the e-mail address or fax number designated by the Member for that purpose. Members as of the close of business on the business day preceding the day on which the notice is given are entitled to notice. A Member may waive any required notice in writing. The attendance of a Member at a meeting shall constitute a waiver of notice unless attendance is for the express purpose of objecting to the holding the meeting.

e. **Quorum:** 10% of the Members, in good standing at the time, shall constitute a quorum. ~~However, unless one-third or more of the Members are present in person or by proxy, the only matters that may be voted upon at a meeting of Members are those matters described in the meeting notice.~~ If a quorum is not present at any meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. Where a quorum is present or represented at the adjourned meeting, any business may be transacted which might have been transacted at the originally scheduled meeting. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

f. **Voting:** ~~Each~~ Members shall be entitled to ~~one~~ vote on each matter submitted to a vote of the Members. ~~Members may not vote by proxy. Voting will be done in person. If a Member is unable to attend, he/she may request a written ballot which must be received at the Legacy of the Plains Museum one week prior to the annual meeting. Individual memberships are entitled to one vote per, family memberships are entitled to two votes per, and business memberships are entitled to one vote per.~~

g. **Written Consent or Ballot:** Action of the Members may occur without a meeting if the action is approved by the written consent of at least 80% of the Members, or by written ballot if the ballot is delivered to every Member.

3. **Directors:**

a. **Number and Qualification:** The business and affairs of the Organization shall be managed by the Board consisting of not less than 10 Directors, ~~of which half shall have a declared interest primarily in activities traditionally associated with the Farm And Ranch Museum and half shall have a declared interest primarily in activities traditionally associated with the North Platte Valley Historical Association. which will have interests in one or more of the following: agriculture/machinery, history/education, marketing/business, and other various interests in order to make a multi-faceted board that is able to further the Museum's mission statement. The Directors need not be residents of Nebraska.~~ The specific number of Directors will be determined on an annual basis by the present needs of the Organization for orderly and sufficient conduct of its business. The number of Directors can be changed from time to time by a majority vote of the then existing Board as long as the number of Directors is not less than 10. ~~10 and the 50-50 balance between representation of Farm And Ranch Museum and North Platte Valley Historical Association interest is maintained.~~ However, no decrease in the number of Directors at any time shall have the effect of shortening the term of any incumbent Director.-

b. **Election, Term of Office and Qualifications:** ~~Elections for~~ Approval of Directors shall be held at each Annual Meeting of the Members. Prior to each annual

meeting the Board shall determine the number of Directors to serve on the Board at the January Regular Board meeting, which number shall be included in the notice to the Members of the Annual Meeting. If no determination was declared, then the number of Directors holding office at the time of the January Board meeting will be the number of Directors for the Annual Meeting. Directors shall serve for three year terms with the Directors elected on a staggered basis so that approximately 1/3 of the Directors are elected annually. If the number of Directors is increased, following the election, the Board shall determine the terms of the additional Directors so that at any time, 1/3 of the Directors are serving 3-year terms, 1/3 of the Directors are serving 2-year terms and 1/3 of the Directors are serving 1-year terms. Directors shall be elected by a majority vote of the Members. Each Director shall hold office until a successor has been elected and qualified.

c. Attendance Requirements: Directors are expected to attend Monthly Board meetings. Directors may be removed after six consecutive absences unless due to a prolonged illness or other exigent circumstances.

d. Quorum: A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. 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, except that the act of a majority of all of the Directors shall be required at a special meeting. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time to a certain date and time without further notice.

e. Reorganization and Regular Meetings: The Reorganization Meeting of the Board shall be held at the next regular board meeting held immediately following the annual meeting of the Members. The Board's regular meeting dates shall be at such times as established by resolution of the Board, in which case no notice other than the resolution shall be required.

f. Special Meetings: Special meetings may be called by the President or by 20% of the Directors then in office upon at least two days written or oral notice of the date, time and place of the meeting. Emailed notice to the address on file with the Museum's Executive Director shall be sufficient to constitute written notice.

g. Notice of Meeting: Emailed notice to the address on file with the Museum's Executive Director shall be sufficient to constitute written notice. ~~If written notice of a meeting is given, the notice shall be given in the same manner as for meetings of the Members.~~ The attendance of a Director at a meeting shall constitute a waiver of notice unless attendance is for the express purpose of objecting to the conduct of business due to the notice.

h. Place of Meetings: Board meetings shall be held ~~at a place within or outside of Nebraska, at the location~~as provided for in the notice of the meeting. A meeting may also be held by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

i. Presumption of Assent: A Director who is present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting. A Director who did not vote in favor of an action may also file a written dissent with the Secretary of the meeting either before or immediately after the adjournment of the meeting.

j. Removal: A Director may be removed by the vote of 2/3 of the Directors then in office.

k. Vacancies: Any vacancy occurring in the Board may be filled by vote of a majority of the remaining Directors even though the number of remaining Directors is less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor.

l. Rules: The Board may adopt rules consistent with *Robert's Rules of Order* and regulations for the conduct of meetings and management of the Organization's affairs as long as they are not inconsistent with law, the Articles, these Bylaws or the Contract.

m. Actions by Consent: Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a written consent setting out the action taken is signed by all members of the Board. Emailed consent from address on file with the Museum's Executive Director shall be sufficient to constitute consent by that Director.

~~nn.~~—**Compensation:** Directors shall not be entitled to any compensation for their services as Directors of the Organization. The Board, by resolution, may approve payment of Director's expenses for attending meetings.

4. Officers:

a. Number: The Organization's officers shall be President, Vice-President, Secretary, Treasurer, Past-President, if currently serving on the Board of Directors, and any other officers and assistant officers elected or appointed by the Board. The Board may appoint other officers as it may consider necessary with duties as prescribed, from time to time, by the Board.

b. Election and Term: The officers shall be elected ~~or appointed~~ annually ~~by the Board~~ at the annual-reorganizational Board meeting, following the annual membership meeting. If the election of officers is not held at that meeting, the election shall be held as soon after that date as is convenient. Newly created offices may be filled at any meeting of the Board.

c. Removal: Whenever the Board determines that the best interest of the Organization will be served by the removal of an officer, that officer may be removed by a majority vote of the Directors then in office.

d. Vacancies: A vacancy in any office may be filled by the Board at any meeting for the unexpired portion of the officer's term.

e. Duties and Authority:

(1) President: Subject to the direction and supervision of the Board, the President shall be in charge of the business affairs and property of the Organization and have control over its officers. The President shall, when present, preside at all Board meetings. The President shall have all other duties and responsibilities and may exercise any other powers incident to the office or as may be assigned to the President by these Bylaws or by the Board.

(2) Vice President: At the request of the President, or in the President's absence, death, inability or refusal to act, the Vice President shall perform all of the duties of the President. In so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have any other duties, responsibilities and powers as may be assigned to the Vice President by these Bylaws, the Board, or the President.

(3) Secretary: The Secretary shall be responsible for (a) keeping an accurate record of accounts and proceedings of Directors' meetings; (b) making sure that all required notices are given; (c) acting as the custodian of the Corporate records; (d) assisting in keeping the Organization's books of account and the Organization's correspondence; and (e) performing all duties incidental to the office of Secretary and other duties as may be assigned to the Secretary by the President or by the Board.

(4) Treasurer: The Treasurer shall be responsible for (a) the custodial control of the Organization's funds; (b) keeping accurate accounts of receipts and disbursements of the Organization; (c) making sure that the Organization's money is deposited in depositories designated by the Board; (d) managing the

disbursement of funds; (e) preparing all required statements and records; and (f) performing all duties incident to the office of Treasurer and other duties as may be assigned to the Treasurer by the President or by the Board.

(5) Past-President: The Past-President will sit on executive committee, and advise the President as needed. Additionally, at the request of the President and Vice President, or in both the President's and Vice President's absence, death, inability or refusal to act, the Past President shall perform all of the duties of the President. The Past President shall have any other duties, responsibilities and powers as may be assigned to the Past President by these Bylaws, the President or the Board.

5. Committees:

The Board President with the approval of the Board of Directors shall have power to appoint those committees as it considers necessary or desirable to advise or assist in any transaction of the business of the Organization. Each committee shall have two or more directors who serve at the pleasure of the Board. Additional committee members do not have to be Directors. Each committee shall have only that authority and responsibility which is expressly designated to it by the Board at the time the committee is organized or as later designated.

6. Offices:

The principal office of the Organization shall be at a location to be designated from time to time in Nebraska by the Board. The Nebraska registered office of the Organization may or may not be identical with the principal office, and the address of the registered office may be changed by filing the required statement with the Nebraska Secretary of State.

7. Contracts, Employees, Gifts and Investments:

a. Contracts: The Board may authorize any officer(s), ~~or officers, agent or agents~~ agent(s), or the Museum's Executive Director, to enter into any contract or execute and deliver any instrument for the Organization. This authority may be general or confined to specific instances.

b. Employees: The Organization may have employees as determined by the Board. The Board shall have the authority to hire and dismiss ~~any employees~~ the

Museum's Executive Director of the Organization. The Executive Director shall have the authority to hire and dismiss any employees of the Organization.

c. Gifts: The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Organization. Restricted gifts will be honored by the board as per donors request and Board policy.

d. Investments: The Organization shall have the right, subject to any restrictions contained in the Articles, these Bylaws, the Contract, or any condition imposed in any gift to the Organization, to retain all or any part of any securities or property acquired by it in any manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director may be permitted by law to make or any similar restriction; provided, however, no action shall be taken by or on behalf of the Organization if that action is a prohibitive transaction or would result in the denial of tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may later be amended.

8. Checks, Deposits, Loans, and Records:

a. Checks: All checks, drafts, or other orders for the payment of money shall be signed by designated officers or agents of the Organization in the manner as determined by resolution of the Board.

b. Deposits: All Corporate funds shall be deposited to the credit of the Organization in banks or other depositories selected by the Board.

c. Loans: No loans or indebtedness shall be contracted for the Organization unless authorized by a resolution of the Board. This authority may be general or confined to specific instances.

d. Records: The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. All books and records of the Organization may be inspected at any reasonable time by any member of the Board.

9. Prohibition Against Private Gain:

No Director, Officer, or employee of or member of any committee of or any person connected with the Organization, or any other private individuals shall receive any

of the net earnings or profit from the operations of the Organization other than in connection with grants which are consistent with the purposes and nonprofit status of the Organization. Provided, this shall not prevent the payment to a person of reasonable compensation for services rendered to or for the Organization in affecting any of its purposes that shall be fixed by the Board. No person or persons shall be entitled to share in the distribution of any of the Organization's assets upon the dissolution of the Organization. Upon dissolution or winding up the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over as provided for in the Articles.

10. Indemnification:

The Organization shall indemnify each "Eligible Indemnitee" (as defined below) against expenses, including attorneysattorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by an Eligible Indemnitee as follows:

a. To the extent permitted by law, the Organization shall indemnify any Eligible Indemnitee who was or is a party or is threatened to be made a party to any threatened, pending or completed "Proceeding" (as defined below) if:

- (1) the Eligible Indemnitee acted in good faith;
- (2) in the case of conduct in a Director's official capacity, the Eligible Indemnitee reasonably believed that the Director's conduct was in the best interest of the Organization;
- (3) and in all other cases that the Eligible Indemnitee's conduct was at least not opposed to the best interest of the Organization; and
- (4) with respect to any criminal Proceeding, the Eligible Indemnitee had no reasonable cause to believe his or her conduct was unlawful.

The indemnification under this subparagraph in connection with a Proceeding by or in the right of the Organization is limited to reasonable expenses incurred in connection with the Proceeding. No indemnification shall be made, however: (i) in connection with a Proceeding by or in the right of the Organization in which the otherwise Eligible Indemnitee was adjudged liable to the Organization; or (ii) in connection with any other Proceeding charging improper personal benefit to the otherwise Eligible Indemnitee, whether or not involving an action in their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by them.

b. To the extent permitted by law, the Organization may, before final disposition of a Proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an Eligible Indemnity who is a party to a Proceeding if the Eligible Indemnatee delivers to the Organization:

(1) A written affirmation of good faith belief that the Eligible Indemnatee has met the relevant standard of conduct provided for in subparagraph a. above; and

(2) The Eligible Indemnatee's written undertaking to repay any funds advanced if there is no entitlement to mandatory indemnification under Section 21-1998 of the Nebraska Nonprofit Corporation Act (the "Act") and it is ultimately determined under the applicable provisions of the Act that the relevant standard of conduct described in subsection a. above have not been met. This undertaking shall be an unlimited general obligation of the Eligible Indemnatee, and shall not be required to be secured. It may be accepted without reference to the financial ability of the Eligible Indemnatee to make repayment.

c. To the extent permitted by law, the Organization may purchase and maintain insurance on behalf of an individual who is an Eligible Indemnatee, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as an Eligible Indemnity, whether or not the Organization would have the power to indemnify or advance expenses to an Eligible Indemnatee against the same liability under applicable law.

d. Indemnity as provided for in this section shall not be deemed to be exclusive of any other rights to which Eligible Indemnities may otherwise be entitled nor shall these provisions be deemed to prohibit the Organization from extending its indemnification to cover other persons or activities to the extent permitted by law.

e. For purposes of this section:

(1) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal.

(2) "Eligible Indemnatee" shall mean a Director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization, as a Director, officer, partner, member of a limited liability company, trustee,

employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other entity.

11. Fiscal Year:

The fiscal year of the Organization shall end on December 31.

12. Waiver of Notice:

Whenever any notice of any meeting or action is required to be given to any Director under these Bylaws, the Articles, or the Act, signed waivers of all Directors then in office shall be deemed equivalent to the giving of notice, whether the waiver is dated before or after the meeting or action.

13. Amendments:

a. These Bylaws will be reviewed every three years by the executive committee.

b. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted (i) by the Board if the amendment does not relate to the number of Directors, the composition of the Board, the term of office of the Directors, or the method or way in which directors are elected or selected; or (ii) by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

Adopted on March 14, 2012 as Farm And Ranch Museum bylaws
Amended on August 23, 2012 – merger with NPVHA to Legacy
Amended on March 7, 2013 – added mission statement to section 1