

BY-LAWS  
OF THE  
GROW GRAND ISLAND ASSOCIATION

ARTICLE I.  
NAME

The name of the Association shall be the Grow Grand Island Association (hereinafter referred to as the "Association"). The Association is an affiliate of the City of Grand Island, County of Hall, the Grand Island Area Economic Development Corporation, the Grand Island Area Chamber of Commerce, and the Grand Island / Hall County Convention and Visitors Bureau.

ARTICLE II.  
PURPOSES

Section 1. Grow Grand Island Fund. The Association is organized in connection that certain Designated Fund Agreement for the Grow Grand Island Fund (the "Fund Agreement") between the Grand Island Community Foundation, Inc. (the "Foundation") and the City of Grand Island, which Fund Agreement establishes a fund to be used for the betterment of Grand Island, Nebraska (the "Grow Grand Island Fund"). The primary purpose of the Association is to make recommendations to the Foundation regarding disbursements from the Grow Grand Island Fund consistent with the purposes as provided in the Fund Agreement and herein. Until such time as the Association receives formal tax exempt status from the Internal Revenue Service, the Association shall advise and make recommendations to the Foundation regarding disbursements from the Grow Grand Island Fund; provided, however, the Foundation shall retain sole legal control over the Grow Grand Island Fund. These By-Laws shall govern the internal operation of the Association.

Section 2. Purposes. In addition to the primary purpose of the Association outlined in Section 1 immediately hereinabove, the other purposes of the Association shall be to: (i) promote and support various charitable, educational and scientific activities; and (ii) to further the economic welfare and development of the region, with respect to industrial and business attraction, location and expansion, the development of commerce, entrepreneurship and innovation, tourism, downtown development, and the furthering of the development of the area's products and resources. The implementation of these objectives shall include the following non-exclusive activities:

- (a) Maintain a climate that supports the growth of existing business.
- (b) Encourage and support an entrepreneurial culture.
- (c) Enhance the community's image and marketing efforts to support business and talent attraction.
- (d) Promote workforce sustainability through education and skills development to meet local employer needs.
- (e) Develop and enhance community assets that appeal to individuals and families.

Section 3. Service Area. The economic region served by the Association includes the cities of Grand Island, Alda, Wood River, Doniphan, Cairo, and the County of Hall.

ARTICLE III.  
EXECUTIVE COMMITTEE

Section 1. General Powers. The business of the Association shall be managed by the Executive Committee.

Section 2. Number. The initial number of committee members shall be eleven (11). Thereafter, the number of committee members shall be not less than seven (7) nor more than thirteen (13) with the number to be determined at each annual meeting.

Section 3. Appointment of Committee Members. The initial committee members shall be those persons designated in Exhibit "A", which Exhibit "A" is attached hereto and incorporated herein by this reference. The Executive Committee shall thereafter include committee members composed as follows: at least one (1) committee member being a representative of the Grand Island Area Chamber of Commerce; at least one (1) committee member being a representative of the Grand Island Area Economic Development Corporation; at least one (1) committee member being a representative of the Hall County Convention and Visitors Bureau; at least one (1) committee member being a representative of the Hall County Board of Supervisors; (1) committee member being the then-elected mayor of the City of Grand Island; (1) committee member being the then-acting city administrator of the City of Grand Island and one (1) committee member being the Grow Grand Island Implementation Committee Chair. The representative of each of the foregoing entities shall, to the extent that such person is willing to serve, be the President or a representative of the governing body of each such entity. Additional committee members as may be selected from time to time as provided herein may include either additional representatives of any of the foregoing entities or at large committee members; provided, however, the number of representatives of any single entity or the number of at large committee members serving at any single time shall not exceed two (2). As the term of office of each committee member expires, successor committee members shall be elected at the annual meeting immediately preceding such expiration by a majority vote of the committee members then holding office. Committee members may be elected for successive terms.

Section 4. Term of Office. The Mayor of the City of Grand Island shall serve as a committee member for a term concurrent the term as Mayor. The President, Executive Director, or Chief Executive Officer of the Grand Island Area Chamber of Commerce, the Grand Island Area Economic Development Corporation and the Hall County Convention and Visitors Bureau terms shall run concurrent with their said positions of each organization. Any committee member who is a representative of the Hall County Board of Supervisors shall serve as a committee member for a term concurrent with the term as member of the Hall County Board of Supervisors. Each additional representative of the Grand Island Area Chamber of Commerce, the Grand Island Area Economic Development Corporation, and the Hall County Convention and Visitors Bureau; the Grow Grand Island Implementation Committee Chair; and any additional representative of the City of Grand Island shall serve as committee member for a term of one (1) year each and may serve up to three (3) consecutive terms. At large committee members shall serve for a term of two (2) years each and may serve up to two (2) consecutive terms. Committee members shall hold office until their successors are respectively elected and qualified.

Section 5. Removals and Resignations. The committee members holding office may, at any meeting called for the purpose, by a vote of two-thirds of the committee members then holding office, remove any committee member from office. The committee members then holding office, at any meeting, may accept the resignation of any committee member.

Section 6. Vacancies. Subject to the composition requirements set forth in Article III., Section 3. hereinabove, any vacancy occurring in the Executive Committee may be filled by a majority vote of the committee members then holding office. A committee member appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

#### ARTICLE IV. MEETING OF EXECUTIVE COMMITTEE

Section 1. Annual Meetings. The annual meeting of the Executive Committee for the transaction of such business as may properly come before such meeting shall be held each year during the month of January, at a time and place set by the Chair of the Association.

Section 2. Special Meeting. Special meetings of the Executive Committee may be held at any place and at any time when called by the Chair, Vice Chair, Secretary and Treasurer or two or more committee members, reasonable notice of the time and place thereof being given to each committee member.

Section 3. Place of Meetings. Annual meetings or special meetings of the Executive Committee shall be held at such place as shall be specified in respective notices or waivers of notices thereof.

Section 4. Notices of Meeting. Except as otherwise required by statute, written or printed notice of each annual or special meeting of the Executive Committee, stating the place, day and hour thereof and the purposes for which the meeting is called, shall be given by or under the direction of the Secretary of least ten (10) but not more than sixty (60) days before the date affixed for such meeting, to each member of the Executive Committee. The Chair shall notify each committee member of the time and place of regular meetings.

Section 5. Quorum. The presence, at any meeting, of a majority of Executive Committee members shall be necessary and sufficient to constitute a quorum for the transaction of business. At any meeting at which a quorum is present, the affirmative vote of at least a majority of the total number of Executive Comment members, whether or not part of the quorum, shall be required for any act of the Executive Committee.

Section 6. Manner of Acting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof.

Section 7. Voting. At all meetings of the Executive Committee, each committee member shall have one vote.

Section 8. Remote Participation. Members of the Executive Committee or any committee appointed by the Executive Committee may participate remotely in any meeting of such committee by means of a conference telephone, e-mail, video conferencing, digital meeting or communications software, or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE V. OFFICERS

Section 1. Number. The Association shall have a Chair, Vice Chair, Secretary and Treasurer, and such other officers as may be deemed necessary.

Section 2. Election, Term of Office and Qualifications. The officers specifically designated in this Article V shall be chosen annually by the Executive Committee. Any officer, whether specifically designated or subsequently appointed, shall be a committee member. The initial officers shall be those persons designated in Exhibit "B", which Exhibit "B" is attached hereto and incorporated herein by this reference.

Section 3. Subordinate Officers. The Executive Committee from time to time may appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Executive Committee from time to time may determine. The Executive Committee may delegate to any officer the power to appoint any such subordinate officers, and to prescribe their respective authorities and duties.

Section 4. Removals and Resignations. The Executive Committee may at any meeting called for the purpose, by vote of a majority of their entire number, remove from office any officer of the Association. The Executive Committee may at any meeting, by vote of a majority of the committee members present at such meeting, accept the resignation of any officer of the Association.

Section 5. Vacancies. Any vacancy occurring in the office of the Chair, Vice Chair, Secretary, Treasurer or any other office by death, resignation, removal, or otherwise shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for the regular election or appointment to such office.

Section 6. Chair. The Chair shall be the principal executive officer of the association and, subject to the control of the Executive Committee shall have general charge of the business, affairs and property of the Association, and control over its officers, agents and employees. The Chair shall, when present, preside at all meetings of the members and of the Executive Committee. The Chair may sign, with the Secretary or any other proper officer of the association thereunto authorized by the Executive Committee, deeds, mortgages, bonds, contracts or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws to some other officer or agent of the association or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chair and such other

duties as may be prescribed by the Executive Committee from time to time.

Section 7. Vice Chair. In the absence of the Chair or in the event of his or her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair may sign and shall perform such other duties as from time to time may be assigned by the Chair or by the Executive Committee.

Section 8. Secretary. The Secretary shall:

- (a) Record all the proceedings of all meetings of the committee members;
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws;
- (c) Be custodian of the records of the Association and the Executive Committee;
- (d) See that all books, reports, statements, certificates and the other documents and records required by law to be kept or filed are properly kept or filed; and
- (e) In general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as from time to time may be assigned to him or her by these By-Laws or by the Executive Committee or the Chair.

Section 9. Treasurer. The Treasurer shall:

- (a) Have supervision over the funds, securities, receipts and disbursements of the Association;
- (b) Cause all moneys and other valuable effects of the Association to be deposited in its name and to its credit, in such depositories as shall be selected by the Executive Committee or pursuant to authority conferred by the Executive Committee;
- (c) Cause the funds of the Association to be disbursed by checks or drafts upon the authorized depositories of the Association, when such disbursements shall have been duly authorized.
- (d) Cause to be taken and preserved proper vouchers for all moneys disbursed;
- (e) Cause to be kept at the principal office of the Association correct books of account of all its business and transactions;
- (f) Render to the Chair or the Executive Committee whenever, requested, an account of the financial condition of the Association and of his transactions as Treasurer;
- (g) Be empowered to require from the officers or agents of the Association reports or statements giving such information as he may desire with respect to any and all financial transactions of the Association; and

(h) In general, perform all duties and have all powers incident to the office of the Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him or her by these By-Laws or by the Executive Committee or the Chair.

Section 10, Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall have such duties as from time to time may be assigned to them by the Executive Committee or the Chair.

#### ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 1. Execution of Instruments Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officer or officers or such agent or agents of the Association and in such manner as the Executive Committee from time to time may determine.

Section 2. Checks, Drafts, Etc. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Association whatsoever, shall be signed by such officer or officers or such agent or agents of the Association and in such manner as the Executive Committee from time to time may determine.

#### ARTICLE VII. MEMBERS

The Association shall have no members.

#### ARTICLE VIII. FISCAL YEAR

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

#### ARTICLE IX. COMMITTEES

The Executive Committee may, by resolution or resolutions passed by a majority of the whole Board, appoint an executive committee and one or more other committees, each committee to consist of two or more committee members of the association, which committees shall, to the extent permitted by law, have and may exercise such powers of the Executive Committee in the management of the business and affairs of the association as shall be delegated to them.

#### ARTICLE X. AMENDMENTS

These By-Laws may be amended, revised or repealed at any meeting of the Executive Committee called for that purpose, of which the notice shall specify the subject matter for the proposed amendment, revision or repeal, or the articles to be affected thereby.

ARTICLE XI  
DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII  
ACTIVITIES

Section 1. Nondiscrimination. All activities and facilities of the corporation shall be operated in a nondiscriminatory manner as to race, color or national origin.

Section 2. General. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation or association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code) or (b) by a corporation or association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE XIII  
PRIVATE BENEFIT

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its committee members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the Association as set forth in these By-laws.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected, qualified and acting Secretary of the within named Association, does hereby certify that the foregoing By-Laws, consisting of this page and six (6) preceding pages, constitute the initial official By-Laws of this Association.

Dated this 10 of March, 2016.

  
Secretary of the Association

EXHIBIT "A"

Directors

*Grand Island Area Chamber of Commerce*

Committee Member

Candy K Johnson

Committee Member

Kurt H. Eichen

*Grand Island Area Economic  
Development Corporation*

Committee Member

Dan Fry

Committee Member

Paul Stetell

*Hall County Convention and Visitors Bureau*

Committee Member

TS Mellen

Committee Member

[Signature]

*Hall County Board of Supervisors*

Committee Member

James Richardson

Committee Member

Penelope Escobar

*City of Grand Island*

Mayor

Wayne L. Jurgens

City Administrator

Marken Ferguson

*Grow Grand Island Implementation Committee*

Committee Member

Donald Smith

*At Large Member(s)*

Committee Member

\_\_\_\_\_

Committee Member

\_\_\_\_\_



EXHIBIT "B"

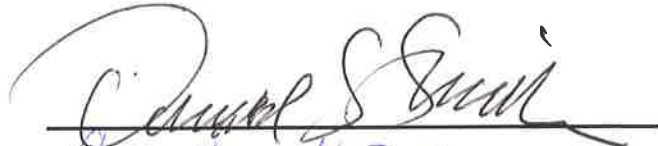

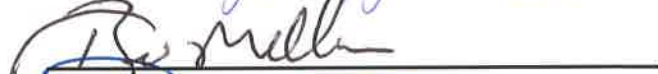

Officers

Chair

Vice Chair

Secretary

Treasurer

  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_

5149-1/565134v7