

# **City of Scottsbluff, Nebraska**

**Monday, August 17, 2020**

**Regular Meeting**

## **Item Reports5**

**Council to discuss and consider action on approving amendments to the “Articles of Incorporation” and “Bylaws” of the League of Nebraska Municipalities by:**

*Voting "for" Proposed Actions 1, 2 and 3 on the attached “Regular Member Ballot”;*

*Authorizing the Mayor to sign the “Regular Member Ballot”;*

*Returning the "Regular Member Ballot" to the League by Oct. 1, 2020; no later than 5:00 p.m. (CT)*

Staff Contact: Rick Kuckkahn, Interim City Manager

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LEAGUE OF NEBRASKA MUNICIPALITIES

Pursuant to Section 21-19,107 of the Nebraska Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following Articles of Amendment:

1. The name of the corporation is League of Nebraska Municipalities (the "Corporation").
2. The Articles of Incorporation are amended by adding Article VII, which reads as follows:

ARTICLE VII. PUBLIC BENEFIT CORPORATION; MEMBERSHIP

The Corporation is a public benefit corporation.

The Corporation shall have regular members, as set forth in its Bylaws.

3. The Articles of Incorporation are amended by adding Article VIII, which reads as follows:

ARTICLE VIII. AMENDMENT TO BYLAWS

A. An amendment to the Bylaws that relates to the number of directors, the composition of the board of directors, the term of office of the directors, or the method or way in which directors are elected or selected must be approved:

(1) By an affirmative vote of a majority of the directors then serving on the board of directors; and

(2) By the regular members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

B. An amendment to the Bylaws that does not relate to the number of directors, the composition of the board of directors, the term of office of the directors, or the method or way in which directors are elected or selected must be approved:

(1) By an affirmative vote of a majority of the directors then serving on the board of directors; or

(2) By the regular members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

4. The board of directors of the Corporation approved the foregoing amendment on \_\_\_\_\_.

5. All regular members were entitled to vote on the foregoing amendment, constituting a single class. \_\_\_\_ regular memberships are outstanding, and each regular member was entitled to cast one vote, for a total of \_\_\_\_ votes entitled to be cast on the matter. \_\_\_\_ undisputed votes were cast for the amendment. The number cast was sufficient for approval of the amendment.
6. No approval of the foregoing amendment was required from any person other than the regular members and the board of directors.

Dated this \_\_\_\_ day of \_\_\_\_, 2020

LEAGUE OF NEBRASKA MUNICIPALITIES

By: \_\_\_\_\_  
Dwight Livingston, President  
(Mayor of the City of North Platte)

By: \_\_\_\_\_  
L. Lynn Rex, Secretary

AMENDMENT TO BYLAWS  
OF  
LEAGUE OF NEBRASKA MUNICIPALITIES

Pursuant to Section 21-19,114 of the Nebraska Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following amendments to its Bylaws:

1. Article II is amended by adding the following section, effective \_\_\_\_\_, 2020:

Section 10. Regular members may participate in annual, regular, and special meetings or conduct such meetings through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A regular member participating in a meeting by this means is deemed to be present at the meeting for all purposes, including but not limited to the existence of a quorum and voting.

2. Article IX, Section 8 is revised to read as follows, effective \_\_\_\_\_, 2020:

Section 8. These Bylaws may be amended in whole or in part as provided by the Articles of Incorporation.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2020

LEAGUE OF NEBRASKA MUNICIPALITIES

By: \_\_\_\_\_  
Dwight Livingston, President  
(Mayor of the City of North Platte)

By: \_\_\_\_\_  
L. Lynn Rex, Secretary

**LEAGUE OF NEBRASKA MUNICIPALITIES  
REGULAR MEMBER BALLOT**

Twenty properly completed ballots must be returned in response in order to meet the quorum requirements.

The percentage of approvals required to approve each matter is 66 2/3% of the votes cast or 51% of the voting power, whichever is less.

**Instructions:** Mark “Vote For” to vote for each of the proposed actions listed below, and “Vote Against” to vote against it. Mark one box with respect to each proposed action. Note that the ballot has two pages. Sign where indicated below on the second page.

<input type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p><b>Proposed Action 1:</b> The Articles of Incorporation are amended to add the following provisions:</p> <p><u>ARTICLE VII. PUBLIC BENEFIT CORPORATION; MEMBERSHIP</u></p> <p style="padding-left: 40px;">The Corporation is a public benefit corporation.</p> <p style="padding-left: 40px;">The Corporation shall have regular members, as set forth in its Bylaws.</p> <p style="text-align: center;"><u>ARTICLE VIII. AMENDMENT TO BYLAWS</u></p> <p style="padding-left: 40px;">A. An amendment to the Bylaws that relates to the number of directors, the composition of the board of directors, the term of office of the directors, or the method or way in which directors are elected or selected must be approved:</p> <p style="padding-left: 80px;">(1) By an affirmative vote of a majority of the directors then serving on the board of directors; and</p> <p style="padding-left: 80px;">(2) By the regular members by two-thirds of the votes cast or a majority of the voting power, whichever is less.</p> <p style="padding-left: 40px;">B. An amendment to the Bylaws that does not relate to the number of directors, the composition of the board of directors, the term of office of the directors, or the method or way in which directors are elected or selected must be approved:</p> <p style="padding-left: 80px;">(1) By an affirmative vote of a majority of the directors then serving on the board of directors; or</p> <p style="padding-left: 80px;">(2) By the regular members by two-thirds of the votes cast or a majority of the voting power, whichever is less.</p>
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**LEAGUE OF NEBRASKA MUNICIPALITIES  
REGULAR MEMBER BALLOT (CONTINUED)**

<input type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p><b>Proposed Action 2:</b> The Bylaws are amended to add the following provision to Article II:</p> <p style="padding-left: 40px;"><u>Section 10.</u> Regular members may participate in annual, regular, and special meetings or conduct such meetings through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A regular member participating in a meeting by this means is deemed to be present at the meeting for all purposes, including but not limited to the existence of a quorum and voting.</p>
<input type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p><b>Proposed Action 3:</b> The Bylaws are amended to revise Article IX, Section 8 to read as follows:</p> <p style="padding-left: 40px;"><u>Section 8.</u> These Bylaws may be amended in whole or in part as provided by the Articles of Incorporation.</p>

\_\_\_\_\_  
(Name of City/Village)

By: \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Printed Name)

Its: \_\_\_\_\_  
(Title: Mayor or Village Board Chair)

**IMPORTANT: For this ballot to be counted, both pages, including signature, must be received by the League no later than by 5:00 p.m. prevailing Central time, October 1, 2020.**

To return your ballot send it to Brenda Henning by email to [brendah@lonm.org](mailto:brendah@lonm.org), by mail to:  
Attention: Brenda Henning, League of Nebraska Municipalities, 1335 L Street, Lincoln, NE  
68508, or by fax to (402) 476-7052, to the attention of Brenda Henning.

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