

BY-LAWS OF THE WESTERN NEBRASKA TOURISM COALITION (WNTC)
As Amended March 16, 2023 by vote of the WNTC Membership

ARTICLE I

NAME

The name of this organization shall be the Western Nebraska Tourism Coalition (WNTC, Coalition).

ARTICLE II

PURPOSE

The purpose of the Western Nebraska Tourism Coalition is to engage in the successful development of a sustainable tourism industry for the mutual benefit of all members through regional collaboration.

ARTICLE III

AUTHORIZATION

The Western Nebraska Tourism Coalition shall be organized as a tourism committee governed by adopted by-laws of the Western Nebraska Tourism Coalition (WNTC). All monies raised by the WNTC are held and managed under the financial umbrella of the Oregon Trail Community Foundation (OTCF); with financial management fees imposed.

No member of the WNTC shall receive any pecuniary gain or profit, incidental or otherwise, from its activities, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth by the organization. The WNTC shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) as organized under section 509(a)(2) of the Internal Revenue Code of 1954.

ARTICLE IV

MEMBERSHIP

Section 1.

General Membership

Membership in the Coalition will be open to all attractions, businesses, agencies, and individuals based on a dues structure to be established and amended from time to time by the Board of Directors.

Section 2.

Board of Directors

The voting membership of the Board of Directors shall consist of two (2) people per county from those holding membership in good standing. Each county shall be represented by one (1) public sector vote (County Representative) with provision to establish county proxy if needed, and one (1) private sector vote per county. Private sector vote at each meeting to be determined by private sector members in good standing, in attendance, at each respective meeting. Each representative on the Board of Directors shall be entitled to one vote.

ARTICLE V

OFFICERS

Section 1.

The officers of the Western Nebraska Tourism Coalition shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The immediate past chairman shall serve as an ex-officio officer of the Coalition. The officers of the Coalition shall comprise the Executive Committee of the Coalition. The chair of the marketing committee and the chair of the membership committee shall serve as ex-officio members of the Executive Committee.

Section 2.

The Chairman shall preside at all meetings of the Western Nebraska Tourism Coalition and shall have duties that include, but not limited to: Receive and review all payment requests from OTCF and send to Executive Committee for approval, prepare meeting agendas, serve as the official representative of the Coalition, appoint chairs for all committees and appoint audit committee to perform annual reconciliation of accounts. The Chairman and Treasurer shall have access to all WNTC accounts held-managed under OTCF.

Section 3.

The Vice-Chair shall act for the Chair in his/her absence. The Vice-Chair shall also serve as the head of the Membership Committee.

Section 4.

The Secretary shall act for the Vice-Chairman in his/her absence. The Secretary shall have duties that include, but not limited to: Record keeping of official minutes, send draft minutes to the Executive Committee and paid support services contractor within seven (7) days of meeting for review and approval and permanent recording of official meeting minutes.

Section 5.

The Treasurer shall maintain and keep records of all receipts and disbursements, which shall be audited annually and have duties that include, but not limited to: Balance with reports received from OTCF; Record all bills into QuickBooks, maintain official budget, produce financial reports for all board meetings and print list of bills received and paid. The Treasurer and Chairman shall have access to all WNTC accounts held-managed under OTCF.

Section 6.

The "Paid" Support Services Contractor shall be responsible for all duties outlined in the Western Nebraska Tourism Coalition Scope of Work for Support Services.

ARTICLE VI **ELECTION OF OFFICERS**

Section 1.

An annual organization meeting shall be held in May, the date and location to be specified by the Officers.

Section 2.

Nominations and elections shall be made from the Board at the annual meeting.

Section 3.

Officers shall serve a term of two (2) years.

Section 4.

Vacancies in office shall be filled immediately by a vote of the Board of Directors.

ARTICLE VII **MEETINGS**

Section 1.

Meetings of the Coalition will be held in September, November, January, March and May. Three (3) meetings will be held in-person at designated locations in the months to be established by the Executive Committee; and two (2) meetings will be held through use of electronic meeting services that support voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting retrieval of) the text of pending motions, and showing results of votes. All members shall receive notice as to the location, date and time of meeting minimum of ten (10) days prior to the meeting date.

Section 2.

A quorum shall consist of a simple majority of Board of Directors.

Section 3.

The Chair may call special meetings. It shall be the duty of the Chair to call a special Board meeting when requested to do so by a majority of the Board of Directors. The Secretary shall notify all members of the Board not fewer than five days in advance of such a special meeting.

ARTICLE VIII **COMMITTEES**

The Board of Directors may create and disband any committee or sub-committee deemed necessary.

ARTICLE IX **ORDER OF BUSINESS**

A motion from the floor must be made and passed in order to dispense with any item on the agenda.

ARTICLE X **EMPLOYEES**

Within the limits imposed by the funds available for its use, the Board of Directors may employ such personnel and/or consultants as it sees fit to aid in its work.

ARTICLE XI **CONTRACTS**

The Executive Committee of WNTC will review and negotiate all contracts on behalf of the Coalition; and make recommendations on contracts to the Board of Directors and general membership.

ARTICLE XII **AMENDMENTS**

These bylaws may be amended by a majority vote of the entire Board of Directors after written notice given at least ten days before the meeting to consider changes in the bylaws, said notice to be given by the Secretary.

Attested:



KERRI REMPP, WNTC Chairman

March 16, 2023

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Bylaws Amended June 28, 2002
Bylaws Amended May 16, 2003
Bylaws Amended November, 2005
Bylaws Amended March 19, 2009
Bylaws Amended January 19, 2017
Bylaws Amended March 12, 2020
Bylaws Amended March 16, 2023

These are the current Bylaws as Amended and Adopted by the WNTC Membership on March 16, 2023.