



FIRST AMMEDED BY-LAWS

DEER PARK NEIGHBORHOOD ASSOCIATION, INC.

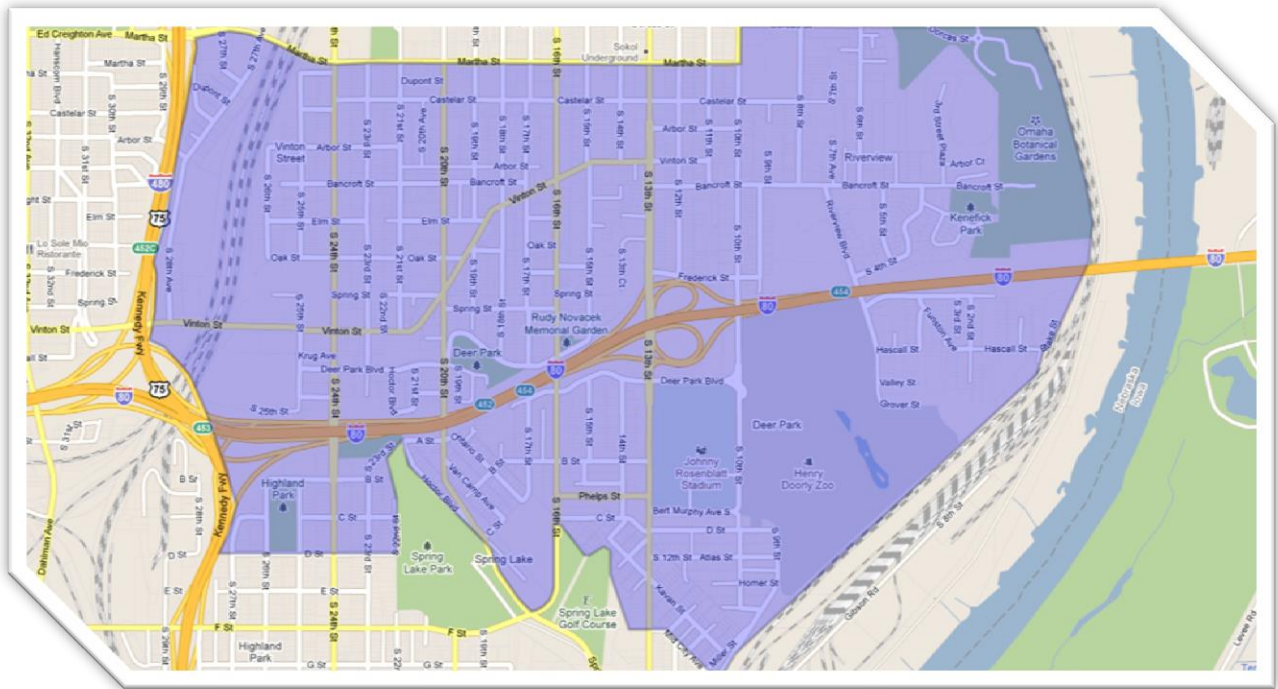
PREAMBLE

These Amended and Restated Bylaws are subject to, and governed by, the Nebraska Nonprofit Corporation Code (the "Code") and the Articles of Incorporation (the "Articles") of the Deer Park Neighborhood Association, Inc. (the "Corporation"), a Nebraska nonprofit corporation. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Code or the provisions of the Articles, such provisions of the Code or the Articles, as the case may be, will be controlling. (Incorporated May 11, 2011)

INTRODUCTION: In the following by-laws, the masculine shall be the feminine and the singular shall be the plural, and vice versa, as it shall apply in these by-laws.

ARTICLE I: NAME/BOUNDARIES

(A) The name of this organization shall be Deer Park Neighborhood Association, Inc. The boundaries shall be as defined: on the north - Martha Street [Interstate 480(West) - 10th Street (East)] & Dorcas Street[10th Street (West)- Missouri River (East)]; on the west - Interstate 480; on the south - C Street to northern boundary of Spring Lake Park to Mid City Ave; on the east - Missouri River. (Amended May 11, 2011)



(B) The principal office of the Corporation in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Nebraska and the address of the registered office may be changed from time to time by the Board of Directors.



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ARTICLE II: PURPOSE

(A) **The Corporation**, DPNA, is a non-profit organization and its purpose is to inform and educate its members on current events relating to neighborhood quality by promoting safety, crime prevention, housing and business development. In addition, to also inform and educate government officials about DPNA's position on matters affecting the neighborhood and the city in general.

(B) To promote the unique assets of the Deer Park area as a blend of charitable, educational, residential, commercial and recreational opportunity and all other purposes not contrary to the provisions of the laws of Nebraska and 501(c) (3) of the Internal Revenue Code of 1954 or future IRS laws.

(C) More specifically, such purposes include, but are not limited to: developing cooperative fellowship among neighbors; to determine, establish and implement plans to meet specific needs of the neighborhood; to foster home ownership and to do things that will contribute to a clean, safe and sanitary neighborhood and eliminate and prevent community deterioration.

ARTICLE III: MEMBERS

(A) The Corporation ~~shall~~ may have ~~one~~ **multiple** classes of members. Members may be individuals or organizations; any legally competent person 18 years of age or older of good reputation who resides or owns property within or on the association boundaries **and/or volunteers within the association boundaries** is eligible for membership. The Executive Committee may allow other individuals to become members upon affirmative vote of a majority of the Executive Committee. **(Amended May 11, 2011)**

(B) Each member shall be entitled to one vote on each matter submitted to a vote of the members.

(C) Membership in this corporation is not transferable or assignable.

ARTICLE IV: MEETINGS

(A) The corporation shall meet regularly, at least once each month, at a time and place designated by the Executive Committee.

(B) Special meetings of the members may be called by the President, the Executive Committee, or not less than five (5) of the members having voting rights.

(C) Ten (10) eligible voting members shall constitute a quorum at such meetings. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting without further action. Eligibility for voting begins the following month after membership acceptance.

(D) Proxies and voting by proxies shall not be permitted **during general membership meetings. (Amended May 11, 2011)**



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ARTICLE V: OFFICERS

(A) The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and a Chief Business Officer. The removal of any officer elected or appointed may be removed by the Board of Directors by two-thirds vote whenever, in its judgment, the best interests of the corporation would be served thereby.

(B) Officers of the Corporation shall be elected biennially in November and the term of office shall be for two years, with the term of office beginning January 1. Each officer shall hold office until his successor shall have been elected and qualified.

(C) The President shall be the principal executive officer of the corporation. He shall preside at all meetings of the members and of the Executive Committee. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the members or the Executive Committee have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may prescribed by the Executive Committee from time to time.

(D) The Vice-President in the absence of the President or in the event of his inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such duties as from time to time may be assigned to him by the President or by the Executive Committee.

(E) The Secretary shall keep the minutes of the meetings (members/Ex. Comm.) in one or more provided books; give all duly notices in accordance with by-laws or required by law; be custodian of corporate records; keep a register of addresses of each registered member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Executive Committee.

(F) The Treasurer shall have charge and custody of and be responsible for all fund and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of • Treasurer and such other duties as from time to time may be assigned to him by the President or by the executive Committee. If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Committee shall determine.



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(G) The Chief Business Officer (the "CBO") shall be the principal executive officer of the Deer Park Merchants Committee (the "Merchants Committee"). The CBO shall attend all meetings of the members, the Executive Committee, and preside over the Merchants Committee meeting. The CBO serves as the primary representative of the Deer Park business community and therefore is obligated to voice and vote in favor of the majority vote decision of the Merchants Committee. The CBO shall preside the Merchants Committee in alignment with the standard principles and practices of the Corporation as outlined in ARTICLE XIV: SECTION 1. (Incorporated May 11, 2011)

(H) The Directors shall be three (3) members of the corporation at the time of their election and the memberships of the directors shall not terminate until their successors shall have been elected or appointed and qualified. Directors shall be elected biennially in November and the term of office shall be for two years with the term of office beginning January 1.

(1-1) The Executive Committee shall be comprised of the officers and directors of the Corporation and shall meet monthly to plan the direction of the Corporation to be presented at the regular meeting of the corporation.

ARTICLE VI: VACANCY/TERMINATION OF MEMBERSHIP

(A) Any vacancy occurring in any office or the Board of Directors shall be filled by the Executive Committee. Any person filling a vacancy shall serve the unexpired term of his predecessor in office.

(B) A member may be suspended or expelled, for cause, by the vote of not less than three-fourths of the members present at a meeting, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the member has been informed in writing of the charges preferred against him at least ten (10) days before such meeting. The members of the Board of Directors, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership and may suspend or expel any member who shall be in default with respect to any financial obligation to the corporation.

ARTICLE VII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, and Executive Committee meetings. All books and records of the corporation may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time. The Board of Directors shall cause an audit of the records of the corporation to be made each year by a competent member, auditor or agent.

ARTICLE VIII: FISCAL YEAR

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

ARTICLE IX: DUES

The members of the corporation may determine from time to time the amount of dues, if any, payable to the corporation by the members.



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ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority two-thirds of the members of the corporation which are present at any regular meeting or at any special meeting, if the amendment is presented in writing at a meeting, with the second reading at the next succeeding meeting, and action taken at the following meeting, after the second meeting.

ARTICLE XII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all corporation liabilities, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as a organization(s) described in Section 501(c) (3) of the IRS Code of 1954 or future IRS laws, as the Board of Directors shall determine.

ARTICLE XIII: NEWSLETTER

The corporation shall publish a newsletter to be mailed to the homes and/ or businesses of all members. The costs of producing and mailing the newsletter, if any, shall be paid by the association during each month the newsletter is published.

ARTICLE XIV: COMMITTEES

(Incorporated May 11, 2011)

The Board of Directors, by resolution of the Board, may designate one or more committees. Such committee or committees shall have such names as may be determined from time to time by the Board of Directors.

(1-1) **Committees:** Only after Boards' recommendation and General Membership approving vote, will a Committee be incorporated into the Corporation Bylaws. Committees must be of imperative influence and necessity to neighborhood development and thus are required to...

(1-1)1. Internally elect, at minimum, a Chief Officer and Secretary, with the required duties mimicking the duties outlined in Article V: Officers.



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- (1-1)2. Hold a separate regularly scheduled meeting to discuss objectives, projects, and mission progress.
- (1-1)3. Work in partnership with Corporation membership interests and decisions.
- (1-1)4. Have the elected Chief Officer, or approved proxy, attend all meetings of the members and the Executive Committee.
- (2-1) The Deer Park Merchants Committee shall be comprised of the businesses leaders of the Deer Park community.



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DEER PARK NEIGHBORHOOD ASSOCIATION, INC.

Original Corporation By-Law Approval


IT IS HERBY CERTIFIED THAT THESE BY-LAWS WERE UNANIMOUSLY ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AT A DULY CALLED MEETING HELD THE 6th DAY OF June, 1994.


Secretary

Adopted by the Membership
Regular Meeting:

First Amended Corporation By-Law Approval

IT IS HERBY CERTIFIED THAT THESE AMENDED BY-LAWS WERE UNANIMOUSLY ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AT A DULY CALLED MEETING HELD THE 11th DAY OF May, 2011.


Secretary

Adopted by the Membership
Regular Meeting: