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**BYLAWS
OF
[_____]**

**ARTICLE I
GENERAL**

Section 1. Name. The name of this corporation is [_____] (the “Corporation”).

Section 2. Purpose. The Corporation is organized exclusively for charitable and educational purposes. These purposes are:

(a) To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue Law, hereinafter referred to as the “Code.”

(b) To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth herein, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Bylaws.

(c) To provide for the relief of the poor and the distressed and the underprivileged, the promotion of social welfare and the lessening of the burdens of government by fostering the availability of decent, safe, sanitary and affordable housing for persons of low and moderate income through the Corporation’s participation, directly and indirectly, in the creating, providing, operating and management of such housing.

(d) To acquire land and interests in land; to retain and covey interests in such land so as to provide access to land and decent and affordable housing for persons of low and moderate income and to preserve the affordability of such housing in perpetuity; to retain for the community any unearned increment in the market value of such land; and to combat community deterioration in economically disadvantaged neighborhoods by

promoting the development, rehabilitation and maintenance of decent and affordable housing in these neighborhoods, by promoting economic opportunities for low and moderate income residents of these neighborhoods by making land available for projects and activities that improve the quality of life in these neighborhoods and by assisting residents of these neighborhoods in improving the safety and well-being of their community.

(e) To acquire by purchase, gift, devise, bequeath, lease or otherwise to own, hold, use, maintain, improve, operate, sell, lease and otherwise dispose of real and personal property and to do everything necessary and proper to conduct for such purposes, including the power to borrow funds, to mortgage, and to make, accept, endorse, execute and issue bonds, debentures and promissory notes.

(f) To accept gifts and money, securities and personal and real property from any firm, person, corporation, trust, association, organization or agency, of any kind and nature, public governmental or private, to invest and reinvest the funds of the Corporation, to borrow money and issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge or otherwise.

(g) In general, to perform and do, either directly or indirectly and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature all acts and things incidental to or in furtherance of the accomplishment of the purposes of the Corporation, and to use and exercise all powers and rights conferred from time to time by the laws of the State of Nebraska upon nonprofit corporations by the Nebraska Nonprofit Corporation Act.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of [City], County of [County]. The Corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors, as defined in Article IV, may determine or as the affairs of the Corporation may require from time to time.

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, as required by the Nebraska Nonprofit Corporation Act. 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.

ARTICLE III

MEMBERS

Section 1. Voting Membership. Subsequent to the first meeting of the Board of Directors, the Voting Members of the Corporation shall have full voting rights and be comprised of two classes:

(a) **Lessee Members.** All persons who lease land or housing from the Corporation or who lease or own housing that is located on land leased by another entity from the Corporation are entitled to be Lessee Members. However, only one person (18 years of age or older) per lessee household will serve as a Lessee Member at any time. Until such time as there are at least [____] actual Lessee Members, the Board of Directors may appoint other persons to serve as Lessee Members, and in so doing shall select persons who can reasonably be expected to represent the interests of Lessee Members. Such Board-appointed Lessee Members shall remain Lessee Members until the earlier of their resignation from membership or such time as there are at least [____] actual Lessee Members.

(b) **General Members.** General Members are persons who (i) are not Lessee Members or members of Lessee Members' households, (ii) are 18 years of age or older and (iii) have complied with the following requirements:

(i) Submission of a membership application, including a signed statement of support for the purposes of the Corporation, in a form to be determined by the Board of Directors; and

(ii) Payment of dues as established by the Board of Directors for the current calendar year (or qualification for a waiver of dues).

Section 2. Requirements for Continuing Voting Membership. To maintain Voting Membership beyond a person's first year of Voting Membership, a person must either be a Lessee Member (either actual or Board-appointed) or have paid dues established for the current calendar year (or qualified for a waiver of dues).

Section 3. Membership Dues. Annual membership dues shall be assessed for each calendar year by the Board of Directors at a meeting preceding that year. If no such action is taken to assess dues for a given year, the dues for that year shall be as established for the previous year. The Board of Directors may waive the payment of annual dues or establish reduced dues for low-income individuals.

Section 4. Rights of Voting Members. Every Voting Member shall have the right to participate in meetings of the membership, to cast one vote on all matters properly put before the membership (or the class of membership to which the Voting Member belongs) as provided in these Bylaws, to nominate and participate in the election of the Board of Directors as provided by these Bylaws, to serve on the Board of Directors or on committees if chosen, and to receive notices and minutes of membership meetings and annual reports of the Corporation.

Section 5. Nonvoting Members. The Board of Directors may by resolution adopt policies and procedures for nonvoting members, who may include (but need not be limited to) persons who have paid the annual dues established for the current calendar year, but who do not wish to be Voting Members. Nonvoting members shall have no right to vote on any matter, including their status as members.

Section 6. Membership Meetings.

(a) **Notice of Meetings.** Written notice of every membership meeting shall be given to all Voting Members and shall include a proposed agenda for the meeting. Notice shall be sent at least [10] and not more than [30] days prior to a meeting.

(b) **Annual Meetings.** Subsequent to the first annual membership meeting, each annual membership meeting (for reports to the membership by the Board of Directors and officers, the election of Directors and the transaction of other business) shall be held in the [fourth] quarter of each year. The location and specific time of the annual meeting shall be determined by the Board of Directors. Notice of the annual meeting shall include a list of those persons nominated for the Board of Directors as provided in Article IV of these Bylaws.

(c) **Regular Meetings.** Regular membership meetings may be scheduled by the Voting Membership at such times and places as they shall establish at any duly-called meeting.

(d) **Special Meetings.** Special membership meetings may be called by the Board of Directors and shall be called by the President of the Corporation at the written request, addressed to the President, of at least [one-tenth] of the Voting Members. At a special meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the membership.

(e) **Minutes.** Minutes of all membership meetings shall be recorded by the Secretary of the Corporation or by another person designated by the Board of Directors. Minutes for every meeting shall be approved by the Voting Members at the next membership meeting.

(f) **Quorum and Voting.** Except as otherwise required by law or these Bylaws, a quorum at any meeting of the members shall consist of those Voting Members present in person or by proxy at the meeting. Members may vote at any duly called meeting in person or by proxy. [Some organizations may wish to impose specific quorum requirements for Members' meetings—for example, requiring that a quorum requires the presence of at least 20% of the Voting Members.]

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the State of Nebraska. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 2. Composition of the Board of Directors. There shall be [three] categories of Directors, each consisting of one-[third] of the total Board of Directors. The [three] categories shall be Lessee Directors, General Directors and Public Directors. The total number of Directors shall not be less than [12]. The initial Board of Directors of the Corporation are:

Section 3. Nomination of Directors. For all regular elections subsequent to the first annual meeting of the membership, Directors shall be nominated as follows:

(a) ***Lessee Directors.***

(i) Lessee Members may nominate Lessee Directors to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least [30] days prior to the annual membership meeting or be made from the floor at the meeting.

(ii) If the number of nominations for Lessee Director received under paragraph (i) above is less than the number of Lessee Director seats to be filled, the Board of Directors may nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled. In making nominations, the Board shall select actual Lessee Members to the extent they are available to serve on the Board of Directors. If there are not enough Lessee Members available to serve, the Board may select persons who can reasonably be expected to represent the interests of Lessee Members.

(b) ***General Directors.***

(i) General Members may nominate General Directors to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least [30] days prior to the annual membership meeting or be made from the floor at the meeting.

(ii) If the number of nominations for General Director received under paragraph (i) above is less than the number of General Director seats to be filled, the Board of Directors may nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled.

(c) ***Public Directors.*** At least [30] days prior to the annual meeting of the membership, the Board of Directors shall elect Public Directors to the Board.

(d) ***Notice of Nominations and of Election of Public Directors.*** A list of all persons nominated for Lessee Director and for General Director, and a list of the persons elected by the Board as Public Directors, shall be included with the notice of the annual meeting of the members.

Section 4. Election of Lessee Directors and General Directors. Lessee Directors and General Directors shall be elected in accordance with the following procedures.

(a) ***Voting by Class.*** At the annual meeting of members, separate votes shall be taken for the Lessee Directors and for the General Directors. If a person has been nominated in more than one category and is then elected in one category, that person's name shall be removed from the list of nominees in the remaining category. Only Lessee Members may vote to elect Lessee Directors, and each Lessee Member may vote for as many nominees in this category as there are Lessee Director seats to be filled. Similarly, only General Members may vote to elect General Directors, and each General Member may vote for as many nominees in this category as there are General Director seats to be filled.

(b) ***Election by Plurality Vote.*** In each of the two categories, positions shall be filled by those candidates receiving the largest numbers of votes in the category, though such numbers may constitute less than a majority of the total votes cast in the category.

Section 5. Vacancies.

(a) ***Appointment to Fill Vacancies.*** If any Director vacates his or her term or is removed from the Board, the remaining Directors in that category may appoint a person to fill the vacancy or decide to leave the position vacant until the next annual meeting (of the membership or the Board, as the case may be), provided the Board still includes at least [three] Directors in each category. Appointments to fill vacancies shall be by a majority of the Directors remaining in the applicable category.

(b) ***Qualifications of Replacements.*** Any person appointed to fill a vacancy on the Board of Directors must be one who can be reasonably expected to represent the interests of the constituents in the category (Lessee, General or Public) in which the vacancy occurs.

(c) ***Term of Replacements.*** A replacement Director appointed by the Board shall serve out the remaining term of the person who has vacated the position.

Section 6. Low-income Representation. In their actions regarding the nomination and election of Directors and appointment of people to fill vacancies on the Board of Directors, the membership and the Board shall at all times assure that at least one-third of the Board is maintained for residents of low-income neighborhoods, other low-income community residents or elected representatives of low-income neighborhood organizations. [Optional; use for an organization that wishes to qualify as a CHODO.]

Section 7. Terms of Directors.

(a) ***Terms of Initial Directors.*** The initial Board of Directors shall hold office for a term of [____] years or until his or her successors shall have been elected or qualified.

(b) **Terms of Successor Directors.** Except as otherwise provided in these Bylaws, each Director shall serve a full term of [____] years.

(c) **Commencement of Terms.** The term of office of a regularly elected Lessee Director or General Director shall commence at the adjournment of the annual membership meeting at which the Director is elected. Similarly, the term of office of a Public Director shall commence at the adjournment of the annual membership meeting following the Board meeting at which the Public Director was elected. The term of office of a Director appointed by the Board to fill a vacancy shall begin at the time of the appointment.

(d) **Reelection.** No person shall serve as a Director for more than [three] full consecutive terms. After a year's absence from the Board, however, a person who has served three full consecutive terms may return to the Board.

Section 8. Resignation. Any Director may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, such resignation shall be effective upon the receipt of notice by the President.

Section 9. Removal.

(a) **Lessee Directors and General Directors.** A Lessee Director or General Director may be removed with or without cause:

- (i) at any meeting of the members, by the affirmative vote (in person or by proxy) of a majority of all members in the class that elected the Director; or
- (ii) at any meeting of the Board of Directors by (A) the majority vote of the class of Directors to which the Director belongs and (B) the majority vote of either remaining class of Directors.

(b) **Public Directors.** A Public Director may be removed with or without cause by a [two-thirds] vote of the full Board of Directors at any meeting of the Board.

Section 10. Meetings of the Board of Directors.

(a) **Notice of Meetings.** Except as provided below for emergency meetings, written notice of a Board meeting shall be sent to all Directors at least [five] days prior to the meeting. The Board may by resolution adopt policies and procedures for delivery of written notice by electronic means, which may include delivery by electronic mail or facsimile transmission.

(b) **Waiver of Notice.** Any Director may waive any notice required by these Bylaws, either before or after the meeting. Any Director who was not sent notice of a Board meeting but attends the meeting shall be considered to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that the meeting was not duly called.

(c) **Annual Meeting.** The annual meeting of the Board of Directors may be held immediately following the annual membership meeting and must be held no later than [six] weeks following the annual membership meeting.

(d) **Voting Meetings.** The Board of Directors shall meet no less often than [quarterly], at such times and places as the Board may establish.

(e) **Special Meetings and Emergency Meetings.** Special meetings of the Board may be called by the President, and shall be called by the President at the written request of any three Directors or at least [one-tenth] of the Voting Members. Notice must be given as provided in paragraph (a) above, unless any three Directors determine in writing that the matter at hand constitutes an emergency. When so determined, an emergency meeting may be called on [one] day's notice. Notice of emergency meetings, including an announcement of the agenda, shall be given by telephone or in person to all Directors. At any special or emergency meeting of the Board, only those matters included in the announced agenda may be acted upon unless all the Directors are present at the meeting and unanimously agree to take action on other matters.

Section 11. Procedures for Meetings of the Board of Directors.

(a) **Attendance at Meetings by Third Parties; Executive Sessions.** The Board may by resolution adopt policies and procedures for attendance by third parties at Board meetings and for the Board's going into executive session.

(b) **Quorum and Voting Requirements.** A majority of the Directors then in office and a majority of any committee appointed by the Board constitute a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee (provided that, as to Board meetings, at least one Director from each of the [three] categories of Directors is present), except as a different or larger vote may be required by law, the Articles of Incorporation or these Bylaws. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

(c) **Minutes.** Minutes of all Board meetings shall be recorded by the Secretary or by such other person as the Board may designate and shall be approved by the Board at a subsequent meeting. All minutes of Board meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any member of the Corporation.

Section 12. Action Without a Meeting. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote if all of the Directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 13. Duties of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the Voting Membership and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws.

Section 14. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at meetings of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice President and President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws 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 be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President 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 other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys 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 Bylaws; 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 Board of Directors.

Section 8. Secretary. The Secretary shall cause the minutes of the meetings of the Board of Directors to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. The chairman of each such committee shall be a Director and shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FUND RAISING

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Proxies With Respect to Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors, the President or a Vice President may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent with respect to such stock or other securities; and the President or any Vice President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VIII

BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, and by the general public, for any proper purpose at any reasonable time. The books of account shall be audited annually as of the end of its fiscal year by independent certified public accountants retained by the Corporation at its expense. A copy of such audit report shall be furnished to all members of the Board of Directors not later than [___] days after the close of the preceding fiscal year. The accounts of the Corporation shall be kept in accordance with procedures outlined in “[_____],” as the same may be amended from time to time, subject to applicable law and standards.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall end on [December 31].

ARTICLE X

BUDGET AND FINANCIAL OPERATION

The financial operation of the Corporation shall be conducted in accordance with a budget to be submitted by the President to the Board of Directors for their approval.

ARTICLE XI

INDEMNIFICATION

Section 1. Indemnification of Officers, Directors, Employees and Agents Against Damages for Actions Other Than Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification Against Expenses and Attorneys' Fees. To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Indemnification Against Expenses and Attorneys' Fees Prior to Final Disposition of an Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Provided by This Article Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Power of Corporation To Maintain Insurance on Behalf of Directors, Officers, Employees and Agents. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII

STAFF AND VOLUNTEERS

The Corporation shall employ [a qualified Executive Director and such other] staff as shall be appropriate to carry out the purposes of the Corporation. Staff members may not be voting members of the Board of Directors or any other policymaking body of the Corporation. The Board of Directors shall adopt written personnel policies and staff responsibilities for the Corporation. The Board of Directors shall annually review the performance of all staff personnel. The Corporation shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XIII

STEWARDSHIP OF LAND

Section 1. Principles of Land Use. The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to affordable housing by persons of low and moderate income. In so doing, the Board shall seek to assure that the use of land owned by the Corporation is consistent with the Corporation's purposes.

Section 2. Sale of Land. Land owned by the Corporation may be sold only pursuant to a resolution adopted by the vote of at least [two-thirds] of the entire Board of Directors at a duly-called meeting. The Board shall by resolution adopt additional policies and procedures governing the sale of land owned by the Corporation to assure that any such sale is consistent with the Corporation's purposes.

ARTICLE XIV

OWNERSHIP OF IMPROVEMENTS AND LIMITATIONS ON RE SALE

Section 1. Ownership of Housing and Improvements; Preservation of Affordability. The Board shall adopt policies intended to promote and preserve the ownership and affordability of housing and other improvements for persons of low and moderate income.

Section 2. Restrictions on Resale to Preserve Affordability. Whenever its purpose is to preserve affordability, the Corporation shall restrict the price that ground lessees may receive when they sell housing and other improvements located on the land that is leased to them by the Corporation. A policy establishing such restriction, which may include the use of a resale formula, shall be adopted by (and subsequently may be amended or rescinded only by) the affirmative vote of [two-thirds] of the entire Board of Directors at a duly-called meeting.

ARTICLE XV

PROCEDURE TO AMEND LIMITED APPRCIATION FORMULA

Section 1. Introduction. The procedure set forth in this Article for amending the limited appreciation formula, as embodied in the legal documents used by the Corporation to convey title to improvements located on land owned by the Corporation or to convey title to housing units encumbered with a Housing Subsidy Covenant has been set down by the Board of Directors of the Corporation, its members, lessees and Covenantors in consideration of the following:

(a) The concept of limited appreciation is the cornerstone on which the Corporation, its members, lessees and Covenantors rely to meet the stated purposes of this organization as set forth in Article I, Section 2 of these Bylaws.

(b) The term "limited appreciation" is used to describe the concept of moderating the rate at which real estate, (i.e., land and improvements) increases in value,

to the extent that an unrestricted rate of increase is recognized by the Corporation as a major obstacle to occupancy by and resale among persons of low and moderate income of safe, decent and affordable housing. The “limited appreciation formula” is the method by which the Corporation, its members, lessees and Covenantors implement the concept of limited appreciation.

(c) Any formula devised to accomplish the goals embodied in the concept of limited appreciation necessarily affects the ability of the Corporation, its members, lessees and Covenantors to realize the mutually-held goal of promoting the occupancy by and resale among persons of low and moderate income of safe, decent and affordable housing.

Therefore, the procedure set forth in Section 2 of this Article shall govern any action by the Board of Directors to amend the limited appreciation formula.

Section 2. Procedure for Amending the Limited Appreciation Formula.

(a) Any discussion by the Board of Directors relative to amending the limited appreciation formula shall be noted as an agenda item and each Director shall receive [ten (10)] days’ notice prior to the Board meeting at which this item is scheduled for discussion.

(b) Any motion by a Director to amend the limited appreciation formula shall be made only after [two-thirds] of the Directors present at a regular or special meeting at which a quorum is present, find that the current formula may be detrimental to the mutually-held purposes of the Corporation, its members, lessees and Covenantors as established by these Bylaws, including this Article.

(c) If [two-thirds] of the Directors present at a regular or special meeting at which a quorum is present finds that the current limited appreciation formula may be detrimental to the mutually-held purposes of the Corporation, its members, lessees and Covenantors, the Board may propose and vote on a specific amendment to the current limited appreciation formula which addresses the Board’s concerns. Any such amendment must be adopted by a vote of [two-thirds] of the entire Board of Directors. Any such amendment shall not affect or impair any agreement involving a limited appreciation formula which is in effect on the date of the Amendment.

ARTICLE XVI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws 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 XVII

AMENDMENTS

These Bylaws may be altered, amended or repealed at any regular meeting of the Board of Directors, without notice, or at any special meeting of the Board of Directors if the notice of such meeting contained a statement of the substance of the proposed amendment.

Dated this [____] day of [____], 20__].

SAMPLE

CONSENT OF DIRECTORS

OF

[_____]

The undersigned, being all of the Directors named in the Articles of Incorporation of [_____], a Nebraska nonprofit corporation, acting pursuant to Section 21-1981 of the Nebraska Nonprofit Corporation Act, hereby adopt the following resolutions:

1. RESOLVED, that the actions of the Incorporator in filing and recording the Articles of Incorporation on [_____, 20__] with the Secretary of State are hereby approved, ratified and confirmed.

2. RESOLVED, that the proposed Bylaws of the Corporation are hereby adopted as the Bylaws of the Corporation.

3. RESOLVED, that the persons named below are hereby elected to the offices of the Corporation set forth opposite their respective names, to serve as provided in the Bylaws:

President	_____
Vice President	_____
Secretary	_____
Treasurer	_____

4. RESOLVED, that [BANK NAME] be designated as the depository of the funds of the Corporation in accordance with the corporate banking resolution provided by such bank, attached hereto as Exhibit A and incorporated herein by reference, which resolution is hereby approved and adopted.

DATED this [_____] day of [_____, 20__].

[NAME], Director

[NAME], Director

[NAME], Director