

RESOLUTION 2020-14

WHEREAS: The city of Gothenburg, Nebraska is a regular member of the Nebraska League of municipalities, a Nebraska corporation (the "Corporation"); and

WHEREAS: The board of Directors of the Corporation has proposed amendments to the articles of incorporation designating the Corporation as a public benefit corporation, providing for membership of regular members and providing for the method of amending certain provisions of the bylaws of the Corporation; and

WHEREAS: The board of directors of the Corporation has proposed amendments to the bylaws of the Corporation related to meetings of members by electronic means and to ensure that the articles and the bylaws of the Corporation remain in conformity with articles of incorporation as amended; and

WHEREAS: The board of directors has proposed a sample ballot for the proposed amendments to the articles of incorporation and bylaws as described above, a copy of which is attached hereto as Exhibit "A" which is incorporated herein by this reference;

NOW THEREFORE BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF GOTHENBURG NEBRASKA AS FOLLOWS:

Section 1. The City Council of the city of Gothenburg, Nebraska, hereby authorizes and directs the Mayor of the city of Gothenburg to vote in the affirmative for the amendments to the articles of incorporation for the Corporation set forth on Exhibit "A" attached hereto.

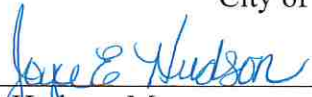
Section 2. The City Council of the city of Gothenburg, Nebraska, hereby authorizes and directs the Mayor of the city of Gothenburg to vote in the affirmative for the amendments to the bylaws of the Corporation set forth on Exhibit "A" attached hereto.

Section 3. The City Clerk is directed to submit the completed written ballots described in Section 1 and Section 2, hereof to the office of the Nebraska League of Municipalities prior to October 1, 2020.

Section 4. This resolution shall be effective immediately upon its passage and approval.

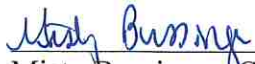
Dated September 1, 2020

City of Gothenburg



Joyce Hudson, Mayor

ATTEST:



Misty Bussinger, City Clerk

Approved as to form:



Michael L. Bacon, City Attorney

Exhibit "A"
[Attach sample ballot]

**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 checked="" type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p>Proposed Action 1: The Articles of Incorporation are amended to add the following provisions:</p> <p><u>ARTICLE VII. PUBLIC BENEFIT CORPORATION; MEMBERSHIP</u></p> <p>The Corporation is a public benefit corporation.</p> <p>The Corporation shall have regular members, as set forth in its Bylaws.</p> <p><u>ARTICLE VIII. AMENDMENT TO BYLAWS</u></p> <p>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>(1) By an affirmative vote of a majority of the directors then serving on the board of directors; and</p> <p>(2) By the regular members by two-thirds of the votes cast or a majority of the voting power, whichever is less.</p> <p>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>(1) By an affirmative vote of a majority of the directors then serving on the board of directors; or</p> <p>(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 checked="" type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p>Proposed Action 2: The Bylaws are amended to add the following provision to Article II:</p> <p style="text-align: center;"><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>
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<input checked="" type="checkbox"/> Vote For <input type="checkbox"/> Vote Against	<p>Proposed Action 3: The Bylaws are amended to revise Article IX, Section 8 to read as follows:</p> <p style="text-align: center;"><u>Section 8.</u> These Bylaws may be amended in whole or in part as provided by the Articles of Incorporation.</p>
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Gothenburg
(Name of City/Village)

By: Joyce E Hudson
(Signature)

Joyce Hudson
(Printed Name)

Its: Mayor
(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, 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.