

# Cause Collective, Inc.

## Bylaws

### Article I

#### Organization

The name of the organization shall be Cause Collective, Inc., hereinafter referred to as Cause Collective. Cause Collective is a 501(c)(3) non-profit entity as defined by the Internal Revenue Service.

### Article II

#### Mission and Purpose

##### Section 1. Mission Statement:

Cause Collective strengthens nonprofits to better serve the community through collaboration, education and advocacy.

##### Section 2. Purpose

The purpose and objectives of Cause Collective are to facilitate interagency communication, cooperation and collaboration; to provide educational opportunities to its members; and to advocate on public policy on behalf of its members or nonprofits at large.

### Article III

#### Membership

##### Section 1. Membership Criteria

Cause Collective is a membership organization that has criteria for joining and maintaining membership. The criteria for membership will be reviewed periodically by the Board with any proposed changes to be voted on by Cause Collective membership. Membership in Cause Collective is open to any non-profit or governmental entity that completes the member application and either provides or supports services within Lancaster County or has a registered address within Lancaster County.

New membership applications are first reviewed by the Board based on membership criteria. Applications meeting the criteria are forwarded to the members for a vote. Then a simple majority vote of attending members will be held for approval at a meeting where quorum is present.

To maintain membership in good standing, members shall be a dues paying organization; shall have completed a new membership application; shall continue to be a non-profit or governmental entity that provides and/or supports services within Lancaster County.

##### Section 2. Agency Representatives

Each member agency will designate a representative with authority to speak and vote on the agency's behalf. An alternative agency representative, with the authority to speak and vote, may be designated by the member agency.

### **Section 3. Membership Fees**

The Board shall determine the annual membership fee unless such fee is over a 5% increase. In such cases, the increase must be approved by a majority vote of members present at a regular meeting where quorum is present. Fees are to be paid to Cause Collective in July each year.

### **Section 4. Termination**

If an agency ceases to pay the membership fee, the agency's membership will be terminated.

## **Article IV**

### **Management**

#### **Section 1. Governance**

The management of Cause Collective shall be vested in a Board of Directors. The Board shall consist of a minimum of eight and maximum of twelve Directors as determined by the Board. At no time shall there be less than three Directors. The majority of the Board shall consist of Cause Collective members.

#### **Section 2. Powers.**

The business and affairs of Cause Collective shall be managed by or under the direction of a Board of Directors which may do all lawful acts not prohibited by statute or by the Articles of Incorporation or these Bylaws and which are in furtherance of the purposes of Cause Collective as set forth in the Articles of Incorporation. The responsibilities of the Board of Directors are:

- A. To set policy for Cause Collective;
- B. Oversee the financial welfare of Cause Collective; and
- C. Hire, supervise, and fire the Executive Director.

#### **Section 3. Board Meetings**

The Board shall act for the membership between regular meetings of the members. The Board shall meet at least quarterly and shall report at the regular member meeting on any action taken. The Board may not act contrary to action previously taken by the members.

#### **Section 4. Quorum**

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

#### **Section 5. Action Without Meeting.**

(a) Unless the articles or bylaws provide otherwise, action required or permitted by the Nebraska Nonprofit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

#### **Section 6. Resignation and Removal of Directors.**

Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified herein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, for example a Director's lack of meeting attendance, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

#### **Section 7. Compensation and Reimbursement.**

No part of the assets or net earnings of Cause Collective may inure to the benefit of or be distributable to the Directors or persons serving on any committee of the Board of Directors, except that Cause Collective is authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred on behalf of Cause Collective.

#### **Section 8. Conflict of Interest.**

A Director or a person serving on a committee is considered to have a conflict of interest if such Director or person, in the discharge of duties, would be required to take any action or make any decision that may cause financial benefit or detriment to such Director or person or such Director's or person's immediate family or a business with which such Director or person is associated. Should a conflict of interest arise, the Director or person shall hold silent during the discussion and refrain from voting on any motions regarding the issue.

## **Article V Officers**

#### **Section 1. Officers and Terms**

There shall be four officers at Cause Collective: a President, a President-Elect, a Secretary, and a Treasurer. Officers shall hold office for two years, or until their successors are selected and installed. They may succeed themselves in the same office for one additional two-year term.

In such cases an officer's term would exceed the maximum of eight years serving on a board (Article VI, Section 1), they will be allowed to serve past the maximum only to complete their term as said officer.

#### **Section 2. President**

The President shall preside at all business meetings of the Board and of Cause Collective. The President shall appoint all committees and task forces of Cause Collective with the approval of the Board and shall perform such other duties as are generally necessary for the management of Cause Collective.

All committees shall report their acts and proceedings to Cause Collective

#### **Section 3. President-elect**

The President-elect shall have the power and perform the duties of the President in the absence of the President, and such other duties as may be assigned by the President. In the event of a vacancy of the presidency between elections, the President-Elect shall automatically assume the office.

#### **Section 4. Secretary**

The Secretary shall keep a record of the minutes of all business meetings of Cause Collective. Voting eligibility is self-monitored: one member; one vote. Roll call votes can be requested by Cause Collective President as deemed necessary.

### **Section 5. Treasurer**

The Treasurer shall have oversight and supervision of the corporate funds and securities.

## **Article VI Elections**

### **Section 1. Members of the Board.**

Members of the Board shall be eligible to serve two consecutive two-year terms for each position held with a maximum of eight years serving on the Board.

### **Section 3. Slate.**

It shall be the duty of the Board to submit to the members of Cause Collective at the regular MAY meeting, a slate of qualified persons to be elected as Board members and officers. At this meeting, nominations from the floor may be added to the slate provided that permission has been obtained in advance from those so nominated. The Board shall prepare a slate to present to the membership at the JUNE meeting. The membership shall vote on the presented slate. The Board shall tabulate votes and report the results to the membership. New Board members shall assume their duties at the JULY Board meeting.

### **Section 4. Vacancies.**

Vacancies on the Board shall be filled by appointment of qualified members of Cause Collective or by a community member by the President with the approval of the Board. If the vacancy is a community member, a community member shall fill the position, whereas if it is a vacancy of a member agency, the position shall be filled by another member agency. Those so appointed shall complete the terms of those they are replacing.

## **Article VII Meetings**

### **Section 1. Regular Member Meetings**

There shall be regular monthly meetings of Cause Collective to be held at such times and places as the Board shall determine. A quorum of Cause Collective membership shall consist of no less than 10 members, in good standing, present at a regular member meeting.

### **Section 2. Regular Board Meetings**

There shall be regular meetings of the Board at least four times a year.

### **Section 3. Special Meetings**

Special meetings of the Board may be called by the President of upon written request of a simple majority of the Board. Special meetings of the membership may be called upon written request of at least 25% of members of Cause Collective. The call for a special meeting shall specify the objective(s) of such meeting. Other business shall not be transacted at such meeting.

### **Section 4. Open Meetings**

All regular and special meetings of the Board are open to the membership and other guests as invited by a board member. Board meetings, including the time, place and the agenda or purpose shall be announced

to the membership at the regular monthly meeting or through other written or electronic communication not less than one business week prior to the meeting.

The Board may vote to meet in closed session to discuss matters as determined by a majority vote of the Board provided that any formal action arising from the closed session be taken in a regular open meeting.

## **Article VIII**

### **Amendments**

These by-laws may be amended at any regular or special duly constituted meeting of Cause Collective by a two-thirds vote of the qualified members present, provided notice shall have been given in writing at a previous regular meeting of Cause Collective.

## **Article IX**

### **Fiscal Year**

The fiscal year of Cause Collective shall begin on JULY 1 and end on JUNE 30.

## **ARTICLE X**

### **Staff**

#### **Section 1. Hiring Executive Director**

An Executive Director may be hired by the Board of Directors to assist the Officers and Directors in performing corporate operations. Staff may be hired and compensated as an employee of Cause Collective, or work on a contractual basis.

#### **Section 2. Activities of Executive Director**

The activities of the Executive Director shall be scheduled and supervised by the President. The Executive Director shall have the sole authority to hire, manage, supervise and terminate other staff members of Cause Collective.

## **ARTICLE XI**

### **Annual Examination of Books**

The Board of Directors shall select a Certified Public Accountant for the purpose of examining the books and related documents of Cause Collective with such examination to be conducted at least annually. The Certified Public Accountant shall submit the results of such examination to the Board of Directors at least annually. Any results of such examination which places or may be construed as placing, Cause Collective in noncompliance with its Articles of Incorporation, these Bylaws, the laws of the State of Nebraska, or Internal Revenue Code Section 501(c)(3) as the same now exists or as the same may be amended shall be immediately disclosed to the Board of Directors; and the Board of Directors shall take such corrective action as it deems necessary to correct and otherwise terminate such noncompliance.

## **ARTICLE XII**

### **Prohibition Against Sharing in Corporate Earnings.**

No Director, Officer, employee, or person connected with Cause Collective, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of Cause Collective, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for Cause Collective in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of Cause Collective. Upon a dissolution or winding up of the affairs of Cause Collective, whether voluntary or involuntary, the assets of Cause Collective, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation and in Article XIV (dissolution) of these bylaws.

## **Article XIII**

### **Indemnification of Directors**

Each Director, whether or not in office, shall be indemnified by Cause Collective against all costs and expenses reasonably incurred by or imposed upon in connection with or resulting from any civil or criminal action, suit or proceeding in which Director may be made a party by reason of Director being or having been a Director of Cause Collective as follows:

- A. **Mandatory Indemnification:** Cause Collective shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- B. **Permissible Indemnification:** Cause Collective shall indemnify a Director or Former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in the manner prescribe by law.
- C. **Advance for Expenses:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by Cause Collective in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of a written affirmation from the Director of his or her good faith belief that he or she is entitled to indemnification as authorized in this article and an undertaking by or on behalf of the Director to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by Cause Collective.

The foregoing right to indemnification shall include a right to reimbursement for the amounts paid and expenses incurred in settling, compromise or otherwise adjusting any such action, suit or proceeding when such disposition thereof appears to be in the best interest of Cause Collective and shall not be exclusive of other rights to which such Director may be entitled as a matter of law.

## **Article XIV**

### **Section 1. Dissolution.**

Dissolution of Cause Collective may be achieved with a unanimous affirmative vote of Directors at a special meeting called for that purpose, in accordance with the notice provisions.

## **Section 2. Distribution of Assets.**

Upon dissolution of Cause Collective, all of Cause Collective's assets and property of every nature and description remaining after the payment of all liabilities and obligations of Cause Collective shall be paid over and transferred to qualified charitable organizations for charitable purposes, consistent with the Articles of Incorporation, to the extent possible, in that such purposes shall be consistent with the charitable purposes of this Corporation and for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In the event of such dissolution of Cause Collective and in the making of distributions to qualified charitable organizations for charitable purposes the Directors shall consider the charitable purpose of this Corporation, and give consideration to the nature, amount, and purpose of distributions as well as the charitable organizations which were the recipients of distributions during the period the original Directors were serving as Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Cause Collective is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XV**

### **Rules of Order**

The rules contained in Roberts Rules of Order, Revised, shall govern in all cases wherein they do not conflict with the rules of Cause Collective as herein defined.

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April 18, 1980  
Amended September 23, 1980  
Amended September 25, 1990  
Amended July 28, 1992  
Amended April 26, 1994  
Amended May 23, 2000  
Amended May 27, 2003  
Amended June 28, 2005  
Amended April 23<sup>rd</sup>, 2019  
Amended May 26<sup>th</sup>, 2020