

**ARTICLES OF INCORPORATION
OF
THE GREAT PLAINS GOVERNMENT FINANCE OFFICERS' ASSOCIATION
(The "GP GFOA")
As Amended on October 5, 2012**

The undersigned, being of the age of majority and acting as Incorporator of the Great Plains Government Finance Officers' Association (hereinafter referred to as the "Corporation") under the Nebraska Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name and Required Declaration

The name of the Corporation is the "Great Plains Government Finance Officers' Association." The entity may sometimes be referred to as the "GP GFOA."

The Corporation is a public benefit corporation.

ARTICLE II

Duration

The period of the Corporation's existence is perpetual commencing upon the filing of these Articles with the Nebraska Secretary of State's Office.

ARTICLE III

Purposes

The Corporation is organized for the purpose of engaging in any lawful activity that is consistent with these Articles and the laws of the State of Nebraska, including, without limitation the Nebraska Nonprofit Corporation Act (Section 21-1901 et. seq. Neb. Rev. Stat.); *provided*, however, that the Corporation may engage in only such activities that are allowed by and consistent with the terms, provisions, conditions and limitations as may be imposed upon an entity that qualifies for exemption pursuant to the provisions of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue law (hereinafter referred to as the "Internal Revenue Code").

Among others, these purposes are:

- A. To be an association of persons having a common business interest in the proper, efficient, responsive and effective conduct of government business in general, and, among other specific interests, the proper management, administration, finance and accounting for any such government entities; and,
- B. The Corporation shall promote said common business interest; and,
- C. The Corporation shall not engage in any regular business or activity of a kind ordinarily carried on for profit; and,
- D. The Corporation shall be devoted to improving the business conditions of governmental entities; and,
- E. The Corporation shall not perform any services for any individual person; and,
- F. No part of the net earnings of the Corporation shall inure to the benefit of any individual; and,
- G. To promote, provide and/or conduct educational opportunities for its members and other interested persons on topics pertaining to government operations and other topics consistent with its purposes; and,
- H. 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)(6) of the Internal Revenue Code; and,
- I. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska, the Internal Revenue Code or these Articles of Incorporation.

ARTICLE IV

Powers

The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have

and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska that are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article III.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that qualifies as an exempt organization under section 501(c)(6) of the Internal Revenue Code.

ARTICLE V

Bylaws and Internal Affairs

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation and must be consistent with the terms, provisions and conditions of these Articles of Incorporation.

ARTICLE VI

Distribution of Assets on Dissolution or Final Liquidation

The Corporation is irrevocably dedicated to and operated exclusively for the charitable and educational purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; *provided*, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article III.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under section 501(c)(6) of the Internal Revenue Code.

ARTICLE VII

No Power to Influence Legislation

The Corporation shall not participate in any political campaign for or against any candidate for public office. Except to the extent and only to the extent as may be allowed under the provisions of Section 501(c)(6) of the Internal Revenue Code, the Corporation shall not devote a substantial part of its funds or activities to lobbying or influencing legislation. In the event that the Corporation may lawfully and does engage in any such activities, the Officers of the Corporation shall make certain that all filings that must be made with the Internal Revenue Service pertaining to any such activity are properly and timely filed.

ARTICLE VIII

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is:

1819 Farnam Street
Room H08, Omaha-Douglas Civic Center
Omaha, Nebraska 68183.

The name of the registered agent at such address is:

Kathleen A. Hall, Chief Deputy County Clerk.

ARTICLE X

The Board of Directors

The Corporation shall be governed by a Board of Directors whose composition and number shall be determined in accordance with the Corporation's By-laws; provided that the Corporation shall have a minimum of seven (7) Directors at all times. The Directors shall include a President, President-Elect, Secretary, Treasurer and Members-at-Large. A simple majority of all Directors, but in any event no less than four (4) Directors, shall constitute a quorum for the purposes of conducting business.

The Bylaws may expressly provide that one or more person may exercise some or all of the powers which would otherwise be exercised by the Board between meetings, provided however, that all such actions must be ratified at the next regular meeting of the Directors. Notwithstanding any other provision to the contrary, the formal conduct of business of the Corporation, including without limitation, the execution of all documents, contracts and checks shall require the signature of two (2) Directors.

ARTICLE XI

Removal of Directors

At any meeting of the Board of Directors, any one or more of the Directors may be removed from the Board of Directors with or without cause by a vote of the majority of the directors, and a successor may be elected in the manner specified in the Bylaws. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

ARTICLE XII

Members

There shall be two classes of membership: full membership and associate membership.

Full Membership are for those individuals who are either currently and/or during the course of the preceding three months were employed as a public sector employee, an employee of a private sector sponsor of the Corporation, or a member of a higher education institution who is involved in an instructional program related to the purposes of the corporation. Full members, whose dues are paid current, shall have the right to vote on any matter brought before the membership.

Associate Memberships are for all other members of the Corporation that are not otherwise a full member and are non-voting members of the Corporation.

All members shall be required to pay annual dues. The Bylaws shall specify the manner in which the amount of annual dues to be paid is established. The Bylaws may provide that a different amount of annual dues may be established for Full Membership and Associate Membership. The Bylaws may also provide for the recognition of different levels of Associate Memberships and establish a different amount of dues for such levels, including, without limitation, corporate entities and full-time students.

ARTICLE XIII

Bylaws

The Incorporator has adopted the original Bylaws for the Corporation which shall be filed with the Nebraska Secretary of State's Office contemporaneously herewith. Any subsequent amendments to such Bylaws, as may be authorized therein, shall also be filed with the Nebraska Secretary of State's Office as may be required by law.

ARTICLE XIV

Organizational Meeting

The Incorporator shall call an organizational meeting as soon as practical following the filing of these Articles. Upon calling the organizational meeting to order, the Incorporator shall introduce the Founding Board of Directors who shall assume their respective offices and conduct such other business as may be properly brought before it.

ARTICLE XV

Name and Address of Incorporators

The name and address of the original Incorporator is:

Kathleen A. Hall
1819 Farnam Street
Room H08, Omaha-Douglas Civic Center
Omaha, Nebraska 68183

DATED this ____ day of July, 2009.

BY:

(Kathleen A. Hall)

Incorporator

**BYLAWS OF
THE GREAT PLAINS GOVERNMENT FINANCE OFFICERS' ASSOCIATION
(GP GFOA)
As Amended, October 5, 2012**

As authorized by the Nebraska Nonprofit Corporation Act and Article XIII of the Articles of Incorporation of the Great Plains Government Finance Officers' Association (hereinafter sometimes referred to as the "Corporation" or the "GP GFOA"), the undersigned, being the Incorporator of the Corporation, does hereby adopt the following Bylaws for the purposes of regulating and managing the affairs of the Corporation.

ARTICLE I – VISION

The Great Plains Government Finance Officers' Association shall be the premier organization in developing leaders with financial and management expertise through education, fellowship and professional development to foster excellence in government.

ARTICLE II – MEMBERSHIP AND DUES

As established by the Articles of Incorporation, there are two classes of membership: full membership and associate membership.

Full Memberships are for those individuals who are either currently and/or during the course of the preceding three months were employed as a public sector employee, an employee of a private sector sponsor of the Corporation, or a member of a higher education institution who is involved in an instructional program related to the purposes of the Corporation. Full members, whose dues are paid current, shall have the right to vote on any matter brought before the membership.

Associate Memberships are for all other members of the Corporation that are not otherwise a full member and are non-voting members of the Corporation.

All members shall be required to pay annual dues.

Annual dues shall be established by the Board of Directors at its last regular meeting of any calendar year setting the amount of dues to be paid for each class of membership and any levels of Associate Membership for the subsequent calendar year. The Board may also establish at that time a proration schedule for partial year's dues should that be deemed desirable.

Dues shall become due and payable as of the 1st day of January in each calendar year. Dues shall be deemed delinquent as of the 1st day of March of any calendar year. Dues are non-refundable.

No member may be elected to the Board of Directors if his/her dues are delinquent.

Any Director whose dues shall become delinquent shall be deemed to have vacated said office without any formal action being necessary. Any such vacancy shall be filled in accordance herewith.

Any member may be suspended from the GP GFOA if his/her/its dues are delinquent more than 60 days.

ARTICLE III – BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of seven (7) Directors. The Board of Directors shall include a president, president-elect, secretary, treasurer and members-at-large. No person shall serve in any single office for more than two consecutive terms. The length of term shall be two years, except the president-elect shall serve a one-year term followed by one-year as president. No more than two members who are employees of sponsoring organizations may serve on the Board of Directors at the same time.

A total of four (4) Directors shall constitute a quorum for the purposes of conducting business.

The Board of Directors shall conduct all business of the Corporation. All meetings of the Board of Directors shall be open to the membership and any interested persons. All members shall have the right to speak at any regular meeting during the time specifically established for that purpose.

At any meeting of the Board of Directors, any one or more of the Directors may be removed from the Board of Directors with or without cause by a vote of the majority of the Directors. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting. Upon any such removal, the vacancy shall be filled as set forth hereinafter below.

A vacancy in any Director position shall arise when: a Director resigns; is removed from office upon majority vote as set forth above; is deemed to have vacated the office by virtue of delinquent dues as set forth above; or upon death. Any such vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

ARTICLE IV - ELECTION OF THE BOARD OF DIRECTORS

Commencing with the adoption of these bylaws, the Board at its direction may conduct future elections in advance of the annual meeting, using electronic means. At least 60

days prior to the next annual meeting, the President or designee shall solicit nominations and self-nominations via electronic mail for anyone interested in serving on the Board of Directors. The President or designee shall take due care to contact all current members in good standing via electronic mail, but inadvertent exclusion of members shall not invalidate the election. At least 30 days prior to the next annual meeting, the President or designee shall present the candidates to the membership as a whole for a vote via electronic mail or other electronic survey method.

The positions shall be separately considered and voted upon in the following order: president, president-elect, secretary, treasurer and member-at-large.

For positions with more than one candidate, the person receiving the largest number of votes shall be declared the winner of the election for that position.

The newly-elected Board of Directors shall assume their new positions at the business meeting of the annual meeting and shall conduct the remainder of the meeting.

ARTICLE V – REGULAR MEETINGS

At its annual meeting (following the elections) the Board of Directors shall establish the regular meeting schedule of the Board of Directors for the upcoming year. The Board of Directors shall meet no less than four times each year. At the discretion of the Board of Directors, meetings may be conducted in person, via conference call, via video-conferencing, or a combination. The schedule of meetings as adopted shall be distributed by e-mail unless a member requests that communications be delivered to him/her by telefax or regular U.S. Mail.

ARTICLE VI - ANNUAL AND SPECIAL MEETINGS

Commencing in 2010, the GP GFOA shall hold an annual meeting, for the purpose of electing officers and amending by-laws, if applicable, and the conduct of such other business as may be before it. The annual meeting shall be scheduled to occur in the fall of each year, either in October or November. The exact date and time of the next annual meeting shall be established at the current year's annual meeting.

Special meetings may be called by a majority of the Board of Directors.

ARTICLE VII - AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting of the GP GFOA by a majority vote of the active members present.

ARTICLE VIII - RULES OF CONDUCT AT MEETINGS

In the absence of specific text in these articles as to conduct of the affairs of the GP GFOA Robert's Rules of Order (Revised) shall be followed as may be applicable.

ARTICLE IX – SECRETARY

The Secretary shall be responsible for maintaining all records of the Corporation and shall keep minutes of all meetings. Minutes of each meeting shall be prepared and submitted for approval at the next regular meeting.

ARTICLE X – CONDUCTING BUSINESS BETWEEN MEETINGS

When necessary between meetings of the Board of Directors, the President may exercise some or all of the powers which would otherwise be exercised by the Board; provided however, that all such actions must be ratified at the next regular meeting of the Directors by majority vote. Notwithstanding any other provision to the contrary, the formal conduct of business of the Corporation, including without limitation, the execution of all documents, contracts and checks shall require the signature of two (2) Directors.

ARTICLE XI – STANDING AND SPECIAL COMMITTEES

The Board of Directors may establish such standing and special committees as it deems appropriate to conduct the affairs of the GP GFOA. Chairs of such committees shall be appointed by the President. The President may create such special committees as deemed necessary for special projects or tasks.

DATED this 5th day of October 2012.

BY:

(Steve Schafer)

President