

BYLAWS
OVERSIGHT COMMITTEE
OF
DOUGLAS-OMAHA TECHNOLOGY COMMISSION
(DOTComm)

ARTICLE I

PURPOSE AND POWERS

Section 1.1. *Purpose.* The Douglas-Omaha Technology Commission, herein referred to as DOTComm, shall have such purposes as hereafter set forth in the Interlocal Agreement of May, 2012.

Section 1.2. *General Powers.* Section 5 of the Interlocal Agreement entitled DOTCOMM GOVERNANCE details the powers and responsibilities of the Oversight Committee including membership, duties and responsibilities. To the extent that there is a conflict between these bylaws and the Interlocal Agreement, the Interlocal Agreement shall prevail.

Section 1.3. *Specific Powers.* The purpose of this document is to establish the bylaws for the DOTComm Oversight Committee bylaws as provided for by Section 5.b) of the Interlocal Agreement, “The DOTComm Oversight Committee shall: Adopt bylaws if it is deemed necessary or desirable to do so. The bylaws, if any, shall be approved by majority vote, reduced to writing and a copy of same shall be delivered to, kept current and remain on file in the office of the CITY CLERK and the COUNTY CLERK.”

ARTICLE II

ROLES AND RESPONSIBILITIES

Section 2.1. *General Powers.* All of the affairs of DOTComm shall be conducted under the authority and direction of the Oversight Committee as outlined in the Interlocal Agreement

Section 2.2. *Officers.* The DOTComm Oversight Committee shall elect from its membership, a Chairperson and Vice-Chairperson.

DOTComm Bylaws.doc

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- a) The Chairperson shall preside at all meetings and will be a voting member. The Chairperson shall have such other powers and perform such duties as may be delegated to the Chairperson by the DOTComm Oversight Committee.
- b) The Vice-Chairperson, in the event of absence or disability of the Chairperson, shall perform the duties and exercise the powers of the Chairperson.

Section 2.3. *Election of Officers.* The officers of the DOTComm Oversight Committee shall be elected at the July Oversight Committee meeting and shall serve for a term of one year.

Section 2.4. *Removal of Members/Officers.* When any Oversight Committee member fails to adequately perform the duties assigned by the Chairperson of the Oversight Committee, or acts outside the scope of his/her duties as an Oversight Committee member, such Oversight Committee member may be removed by a vote of five members of the Oversight Committee. The removed member shall be replaced in the manner and by the persons authorized in Section 5 of the Interlocal Agreement.

Section 2.5. *Conflict of Interest.* No Oversight Committee member shall participate by discussion or vote in any matter in which the member has a pecuniary interest, either personally or through any business relationship.

Section 2.6. *Acting or Interim CIO.* In the event that the CIO shall resign, be incapacitated, be on an extended leave of absence or otherwise unable to perform his/her duties, an Acting or Interim CIO shall be named by the Oversight Committee. The Acting or Interim CIO shall have all powers, duties and responsibilities normally devolving upon the CIO.

ARTICLE III

MEETINGS

Section 3.1. *Regular Meetings.* DOTComm shall conduct regularly scheduled meetings on the third Wednesday of the scheduled month at 2:30 p.m. or on such other date as the Oversight Committee may designate from time to time. The anticipated meeting schedule for the upcoming year will be reviewed by the Oversight Committee each December. Notice of meetings of the DOTComm Oversight Committee shall be given in accordance with the provisions of Section 84-1408 et seq. R.R.S. 1994 (Nebraska Public Meetings Laws).

Section 3.2. *Additional Meetings.* Meetings may be held in addition to the regularly scheduled meeting if the DOTComm Oversight Committee deems necessary. Notice of any additional

meetings of the DOTComm Oversight Committee shall also be given in accordance with the provisions of Section 84-1408 et seq. R.R.S. 1994 (Nebraska Public Meetings Laws).

ARTICLE IV

CONDUCT OF BUSINESS

Section 4.1. *Quorum.* At all meetings, a quorum shall consist of four (4) or more members, and they shall be authorized to transact business.

Section 4.2. *Votes.* At all meetings, a member may vote only in person.

Section 4.3. *Majority Rule.* Four (4) affirmative votes shall be required for final action on any matter acted upon by the DOTComm Oversight Committee.

Section 4.4. *Rules of Order.* The Rules of Order for the conduct of all business before DOTComm shall be consistent with the provisions of the statutes of the State of Nebraska. In the absence of any statute, Robert Rules of Order shall apply.

ARTICLE V

AMENDMENTS

Section 5.1. *Amendments to Bylaws.* All proposed amendments to these Bylaws shall be presented in writing at a meeting of the Oversight Committee. Such amendments shall not be voted on until a subsequent meeting with notice pursuant to Section 84-1408 et seq. R.R.S. 1994 (Nebraska Public Meetings Laws).