BYLAWS AND AMENDMENTS

I. OMAHA COMMUNITY FOUNDATION

II. DONOR DIRECTED DEPOSITORY
BYLAWS
OF
THE OMAHA COMMUNITY FOUNDATION

ARTICLE I
OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time. The registered office of the Corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska 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 filing the required statement with the Secretary of State.

ARTICLE II
NO MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors. 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 amended from time to time. It shall be the duty of the Board of Directors to carry out the purposes of the Corporation as set forth in the Articles of Incorporation. Each Director shall serve in a fiduciary capacity.

Section 2. Number, Qualifications and Term of Office. The number of Directors shall be at least six (6). The initial members of the Board of Directors shall be those individuals designated in the Articles of Incorporation. Directors shall be United States citizens residing in or near or otherwise closely identified with the Omaha, Nebraska metropolitan area. The Board of Directors shall be comprised of persons having special knowledge or expertise in a particular field or discipline in which the Corporation operates, community leaders or other persons representing a broad cross-section of the views and interests of the Omaha, Nebraska metropolitan area. The
The purpose of the foregoing provision is to assure that the Board of Directors represents the broad interests of the public in the Omaha, Nebraska metropolitan area.

The term of office of each Director shall be three (3) years and until his successor shall be elected at an annual meeting of the Board of Directors. No Director may serve for more than two (2) successive terms except that a Director appointed to fill a vacancy for less than a three (3) year term may be re-elected for two (2) consecutive three (3) year terms. Upon completion of a period of service as Director, no person may serve as Director within a period consisting of the lesser of five (5) years or the number of consecutive years the person has immediately completed serving.

Section 3. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If at any time the Board of Directors determines that a member thereof does not have the qualifications required by Section 2 of this Article III, such member shall be deemed to have tendered his resignation.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though such majority is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual, regular or special meeting of the Board of Directors called for that purpose.

Section 5. Meetings. An annual meeting of the Board of Directors shall be held during the months of April, May or June of each year, beginning with the year 1983, at such time and place in Omaha, Nebraska, as the Board of Directors may from time to time determine. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Omaha, Nebraska, as the place for holding any special meeting of the Board of Directors called by them.
Section 7. Notice. Notice of any annual meeting shall be given at least ten days previously thereto by written notice delivered personally or mailed to each Director at his business or residence address, or by telegram. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business or residence address, or by telegram. If mailed, any such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any annual, regular or special meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than three (3) Directors are present at a meeting, the Directors or Director present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 10. Compensation. Directors as such shall not receive any compensation for their services, but, by resolution of the Board of Directors, the Directors may be reimbursed for their reasonable expenses incurred on behalf of the Corporation. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the
adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, designate an Executive Committee consisting of three (3) or more of the Directors of the Corporation, which Executive Committee shall have and may exercise, when the Board is not in session, the power of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it, but the Executive Committee shall not have the power to amend, alter or repeal the Articles of Incorporation or Bylaws of the Corporation, elect, appoint or remove any Director or officer of the Corporation or any member of any committee designated by the Board of Directors, adopt a plan of merger or consolidation, authorize the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation, authorize the voluntary dissolution of the Corporation or the revocation of proceedings therefor, adopt a plan for the distribution of the assets of the Corporation or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Executive Committee. The Executive Committee may make rules for the conduct of its business and may appoint such committees and assistants as it shall from time to time deem necessary. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep written minutes of its transactions and report such minutes to the Board of Directors at the next regular meeting.

The Board of Directors may establish, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, such other committees, having such duties and powers as the Board of Directors may deem appropriate, but in no event shall any such committee have any of the powers which may not be granted to the Executive Committee. 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, subject to the approval of the Board of Directors, appoint the members thereof.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors 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. One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. 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. 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. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IV
OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, as may be determined from time to time by the Board of Directors, a Treasurer and a Secretary. The Board of Directors may elect or appoint such other officers, including without limitation one or more Assistant Secretaries and one or more Assistant Treasurers, 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 (2) or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

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 at a special meeting of the Board of Directors 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 or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignations. Any officer may resign at any time by giving written notice of his resignation to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time of acceptance by the Corporation.

Section 4. 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 5. 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 6. President. The President shall be the chief executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and of the Executive Committee. He may sign, with the Secretary or any other proper officer of the Corporation therunto 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. 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 or by the Executive Committee from time to time.

Section 7. Vice Presidents. In the absence of the President or in the event of his inability or refusal to act, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, 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. Any 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 8. Secretary. The Secretary shall (a) keep the minutes of the Board of Directors' meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) 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; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director, and (e) 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 or by the Executive Committee.

Section 9. 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 (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 Article V of these Bylaws, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by to him by the Board of Directors, by the President or by the Executive Committee.

Section 10. Assistant Secretaries and Assistant Treasurers. Each Assistant Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors, and in the absence of the Secretary or Treasurer, respectively, shall have all of the powers and duties of the Secretary and Treasurer, respectively.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

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. Loans. No loan shall be contracted on behalf of the Corporation and no evidence 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 3. Checks; Drafts. All checks, drafts, or other 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.

Section 4. Deposits. All funds of the Corporation not otherwise employed 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 5. Gifts. The Board of Directors or any person or persons designated from time to time by the Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for any purposes of the Corporation.
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 VI

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal."

ARTICLE VII

WAIVER OF NOTICE

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

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, or by the written consent of all of the members of the Board of Directors to such alteration, amendment or repeal without the necessity of any meeting or vote of the Directors.
ARTICLE X

RELIANCE ON RECORDS AND REPORTS

Each Director, officer or member of any committee designated or established by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, or upon reports made to the Corporation by any official of the Corporation or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee.

ARTICLE XI

FISCAL YEAR

The fiscal year shall be such as may be designated by the Board of Directors from time to time, and in the absence of such designation the fiscal year shall terminate on the 31st day of December.
ARTICLE III, Section 2, Paragraph 2, of the BY-LAWS OF THE OMAHA COMMUNITY FOUNDATION shall be amended to read:

Approximately one-third (1/3) of the Board of Directors shall be elected each year to serve a three (3) year term and until their successors have been elected at the Annual Meeting of the Board of Directors. However, at the first election following the approval of this amendment, approximately one-third (1/3) shall be elected for three (3) years, approximately one-third (1/3) shall be elected for two (2) years and approximately one-third (1/3) shall be elected for one (1) year. No Director may serve for more than two (2) successive terms except that a Director appointed to fill a vacancy for less than a three (3) year term may be re-elected for two (2) consecutive three (3) years terms. Upon completion of a period of service as a Director, no person may serve as Director within a period consisting of the lesser of five (5) years or the number of consecutive years the person has immediately completed serving.

The foregoing AMENDMENT TO THE BYLAWS OF THE OMAHA COMMUNITY FOUNDATION was adopted by its Board of Directors on February 25, 1985.
AMENDMENTS TO BYLAWS OF
THE OMAHA COMMUNITY FOUNDATION

Article III, Section 2 of the Bylaws shall be amended to provide as follows:

Section 2. Number, Qualification and Term of Office. The number of Directors shall be at least six (6). The members of the Board of Directors shall be those persons designated in the Articles of Incorporation, and those persons appointed in accordance with these Bylaws. Directors shall be United States citizens in, near or otherwise closely identified with the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. The Board of Directors shall be comprised of persons having special knowledge or expertise in a particular field or discipline in which the Corporation operates, community leaders, or other persons representing a cross-section of the view and interest of the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. The purpose of the foregoing provision is to assure that the Board of Directors represents a broad interest of the public in the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. At all times, at least one (1) Director shall be a resident of western Iowa.

The term of office of each Director shall be three (3) years and until a successor shall be elected at an annual meeting of the Board of Directors.

The foregoing AMENDMENT TO BYLAWS OF THE OMAHA COMMUNITY FOUNDATION were adopted by its Board of Directors on June 10, 1996.
Article IV, Section 6A and 6B of the Bylaws of The Omaha Community Foundation shall be amended in its entirety, by substitution of Section 6A and 6B, set forth below:

Section 6A. Chairman of the Board of Directors. The Board of Directors may elect a Chairman of the Board, who shall be the chief executive officer of the Foundation, with authority to supervise and control the general business and affairs of the Foundation. The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman of the Board may execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors is authorized to be executed.

Section 6B. President. The President shall be the principal operating officer of the Foundation, and shall supervise and control the day-to-day business and affairs of the Foundation. When authorized by the Board of Directors the President may execute deeds, mortgages, contracts and other documents and instruments on behalf of the Foundation. The President shall generally perform all duties incident to the office of President, and such other duties as may be prescribed from time to time by the Board of Directors.

The foregoing AMENDMENT TO BYLAWS OF THE OMAHA COMMUNITY FOUNDATION was adopted by its Board of Directors on August 31, 1998.
AMENDMENT TO THE BYLAWS OF
THE OMAHA COMMUNITY FOUNDATION

Article III, Section 2 of the BYLAWS shall be amended to provide as follows:

Section 2. Number, Qualification and Term of Office. The number of Directors shall be at least six (6). The members of the Board of Directors shall be those persons designated in the Articles of Incorporation, and those persons appointed in accordance with these Bylaws. Directors shall be United States citizens in, near or otherwise closely identified with the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. The Board of Directors shall be comprised of persons having special knowledge or expertise in a particular field or discipline in which the Corporation operates, community leaders, or other persons representing a cross-section of the view and interest of the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. The purpose of the foregoing provision is to assure that the Board of Directors represents a broad interest of the public in the Omaha, Nebraska/Council Bluffs, Iowa metropolitan area. At all times, at least one (1) Director shall be a resident of western Iowa.

The term of office of each Director shall be three (3) years, and until a successor Director shall be elected at the annual meeting of the Board of Directors. No Director may serve for more than two (2) successive terms, except that a Director appointed to fill a vacancy for less a three (3) year term may be re-elected for two (2) consecutive three (3) year terms. Upon completion of a period of service as a Director, no person may serve as a Director within a period consisting of the lesser of five (5) years or the number of consecutive years the person immediately completed serving.

Section 2A shall be added to Article III of the BYLAWS, providing as follows:

Section 2A. Past Chairman. In addition to the Directors appointed pursuant to Section 2 of these Bylaws, and notwithstanding any limitation or restriction on the number of years or terms that a Director may serve, each person who has served as Chairman of the Board of Directors of the Corporation shall be a Director of the Corporation for a period of two (2) years following the expiration of his or her term as Chairman.
Article III, Section 8 of the BYLAWS of The Omaha Community Foundation is hereby amended to provide as follows:

Section 8. Quorum. Members constituting at least one-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than one-third (1/3) of the Directors are present at a meeting, the Director or Directors may adjourn the meeting from time to time without further notice.

The foregoing AMENDMENT TO THE BYLAWS OF THE OMAHA COMMUNITY FOUNDATION was adopted by its Board of Directors on June 7, 1999.
BYLAWS
OF
OMAHA COMMUNITY FOUNDATION DONOR DIRECTED DEPOSITORY

ARTICLE I
OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or the business of the Corporation may require from time to time. The registered office of the Corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska 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 filing the required statement with the Secretary of State.

ARTICLE II
NO MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors. 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 amended from time to time. It shall be the duty of the Board of Directors to carry out the purposes of the Corporation as set forth in the Articles of Incorporation. Each Director shall serve in a fiduciary capacity.

Section 2. Number, Qualification, Term of Office and Election. The Board of Directors shall consist of not less than three (3) persons and, unless otherwise changed, shall consist of twenty-one (21) persons. Each of the twenty-one (21) individuals serving as members of Omaha Community Foundation, a Nebraska nonprofit corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereafter, "Code"), and described in section 509(a)(1) of the Code, shall serve as a member of the Board of Directors of the Corporation for a term ending when he or she is no longer a duly
constituted member of the Board of Directors of Omaha Community Foundation.

Section 3. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any Director shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If at any time the Board of Directors determines that a member thereof does not have the qualifications required by Section 2 of this Article III, such member shall be deemed to have tendered his resignation.

Section 4. Meetings. An annual meeting of the Board of Directors shall be held during the months of April, May or June of each year, beginning with the year 1992, at such time and place in Omaha, Nebraska, as the Board of Directors may from time to time determine. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Omaha, Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any annual meeting shall be given at least ten days previously thereto by written notice delivered personally or mailed to each Director at his business or residence address, or by telegram. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business or residence address, or by telegram. If mailed, any such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any annual, regular or special meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. One-third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than one-third (1/3)
of the Directors are present at a meeting, the Directors or Director present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 9. Compensation. Directors as such shall not receive any compensation for their services, but, by resolution of the Board of Directors, the Directors may be reimbursed for their reasonable expenses incurred on behalf of the Corporation. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, designate an Executive Committee consisting of three (3) or more of the Directors of the Corporation, which Executive Committee shall have and may exercise, when the Board is not in session, the power of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it, but the Executive Committee shall not have the power to amend, alter or repeal the Articles of Incorporation or Bylaws of the Corporation, elect, appoint or remove any Director or officer of the Corporation or any member of any committee designated by the Board of Directors, adopt a plan of merger or consolidation, authorize the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation, authorize the voluntary dissolution of the Corporation or the revocation of proceedings therefor, adopt a plan for the distribution of the assets of the Corporation or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Executive Committee. The Executive Committee may make rules for
the conduct of its business and may appoint such committees and assistants as it shall from time to time deem necessary. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep written minutes of its transactions and report such minutes to the Board of Directors at the next regular meeting.

The Board of Directors may establish, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, such other committees, having such duties and powers as the Board of Directors may deem appropriate, but in no event shall any such committee have any of the powers which may not be granted to the Executive Committee. 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, subject to the approval of the Board of Directors, appoint the members thereof.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors 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. One (1) member of each committee shall be appointed chairman by the person or person authorized to appoint the members thereof. 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. 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. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IV
OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, as may be determined from time to time by the Board of Directors, a Treasurer and a Secretary. The Board of Directors may elect or appoint such other officers, including without limitation one or more Assistant Secretaries and one or more Assistant Treasurers, 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 (2) or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

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 at a special meeting of the Board of Directors 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 or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignations. Any officer may resign at any time by giving written notice of his resignation to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time of acceptance by the Corporation.

Section 4. 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 5. 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 6. President. The President shall be the chief executive officer of the corporation and shall in general supervise and control all the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and of the Executive Committee. He may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. 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 or by the Executive Committee from time to time.

Section 7. Vice Presidents. In the absence of the President or in the event of his inability or refusal to act, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, 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. Any 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 8. Secretary. The Secretary shall (a) keep the minutes of the Board of Directors’ meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) 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; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) 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 or by the Board of Directors or by the President or by the Executive Committee.

Section 9. 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 (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors, by the President or by the Executive Committee.

Section 10. Assistant Secretaries and Assistant Treasurers. Each Assistant Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors, and in the absence of the Secretary or Treasurer, respectively, shall have all of the powers and duties of the Secretary and Treasurer, respectively.

ARTICLE V

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

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. Loans. No loan shall be contracted on behalf of the Corporation and no evidence 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 3. Checks; Drafts. All checks, drafts, or other 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.

Section 4. Deposits. All funds of the Corporation not otherwise employed 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 elect.

Section 5. Gifts. The Board of Directors or any person or person designated from time to time by the Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for any purposes of the Corporation.

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 VI

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal."
ARTICLE VII
WAIVER OF NOTICE

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

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, or by the written consent of all of the members of the Board of Directors to such alteration, amendment or repeal without the necessity of any meeting or vote of the Directors.

ARTICLE IX
RELIANCE ON RECORDS AND REPORTS

Each Director, officer or member of any committee designated or established by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, or upon reports made to the Corporation by any official of the Corporation or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee.

ARTICLE X
FISCAL YEAR

The fiscal year shall be such as may be designed by the Board of Directors from time to time, and in the absence of such designation the fiscal year shall terminate on the 31st day of December.
ARTICLE XI
CONTRIBUTIONS

Section 1. Contributions in General. Contributions received by the Corporation from donors shall be classified as follows: (1) designated, or (2) awaiting designation.

Designated Contributions. Designated contributions shall be those which are made to the Corporation and which specify a donation to any organization described in sections 509(a)(1)-(4) of the Code.

Awaiting Designation Contributions. Awaiting designation contributions shall be so specified by the donor, who shall also specify at the time of contribution, that the organization ultimately designated shall be an organization described in sections 509(a)(1)-(4) of the Code.

Distributions. Distributions of designated funds shall be made promptly to the charity as specified by the donor. Undesignated funds shall be distributed quarterly, or more often, to organizations which have established an exempt status for federal income tax purposes as organizations described in sections 501(c)(3) and 509(a)(1)-(4) of the Code, according to a formula adopted by the Board of Directors for allocation of undesignated funds. This formula shall be established within 60 days after the beginning of each fiscal year and shall remain in effect for the new fiscal year, or until changed by resolution of the Board of Directors. In any event, the entire balance in the account of any contributor shall be distributed by this Corporation, either at the direction of such contributor or his spouse, or otherwise, to organizations described in sections 509(a)(1)-(4) of the Code not later than one year after the death of such contributor, or not later than one year after the death of the surviving spouse of such contributor if such surviving spouse has been given the right to designate the recipients of such account by such contributor in a written instrument filed with this Corporation.

ARTICLE XII
FINANCE

Section 1. Expenditures. No money shall be expended by the Corporation except by the authority of the Board of Directors.

Section 2. Banking. All funds and money of the Corporation shall be banked, handled and disbursed, and all bills, notes, checks and like obligations, and endorsements, for deposit or collection, shall be signed by such officers and other persons as the Board of Directors shall from time to time designate, who shall account therefore to the treasurer as and when he or she may
require. All money, funds, bills, notes, checks and other negotiable instruments coming to the Corporation shall be collected and promptly deposited in the name of the Corporation in such depositories as the Board shall select.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 unless otherwise provided by the Board of Directors.

This is to certify that the Bylaws of the Corporation were adopted by the Board of Directors on the____ day of __________, 1991.

Chairperson of the Board of Directors