

AMENDED AND RESTATED BYLAWS

OF

ACLU NEBRASKA FOUNDATION, INC.

(an exempt organization under 501(c)(3) of the Internal Revenue Code)

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of the organization is ACLU Nebraska Foundation, Inc. (the "Corporation"). The Corporation is incorporated under the Nebraska Nonprofit Corporation Act, codified at Neb. Rev. Stat. §§ 21-1901 to 21-19,177, as amended from time to time and any successor statute or subsequent codification or recodification of the same (the "Act").

Section 2. Registered Office. The registered office of the Corporation shall be determined by the Board of Directors, from time to time.

Section 3. Purposes. The purpose of the Corporation is to further the objectives of the national American Civil Liberties Union Foundation, Inc. and to advance the cause of civil liberties in the State of Nebraska, including those rights secured by the Constitution of the United States and the State of Nebraska, and to promote the observance of the rights of free speech, free press, free assemblage, equality before the law, and other civil liberties, and to take all legitimate action in the furtherance and defense of such purposes. The Corporation's purposes shall be sought wholly without political partisanship.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on March 31 of each year hereafter.

**ARTICLE II
DIRECTORS**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Corporation shall be bound by any applicable regulations of the American Civil Liberties Union, Inc. and the ACLU Foundation, Inc.

Section 2. Members of the Board. The membership of the Board of Directors of the Corporation shall be identical with that of the Board of Directors of the ACLU Nebraska ("ACLU Nebraska").

Section 3. Regular Meetings. Regular meetings shall be held at least four (4) times per calendar year, with the time and place fixed by resolution of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by at least twenty percent (20%) of the directors then in office. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to

each Director at such Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed given upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such 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 meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. No less than one-half of the Directors (in office immediately before the meeting begins) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Meetings by Remote Communication. Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled as provided under Section 14 of Article III of the Bylaws of ACLU Nebraska.

Section 10. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Action Without a Meeting. Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to such action and if all such consents are filed with the Secretary.

ARTICLE III OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Equity & Inclusion Officer, and National ACLU Representative, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors that follows the annual elections for the Board of Directors for ACLU Nebraska. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall serve for a term of one

(1) year, provided, however, that the term of each officer shall continue until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer of the Corporation, and at any meeting may accept the resignation of any officer of the Corporation.

Section 4. Vacancies. Any vacancies occurring in any officer position by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term of the Board of Directors at a regular meeting or a special meeting called for such purpose, but such vacancies need not be filled until the first annual meeting of the Board of Directors subsequent to the vacation of the office, if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.

Section 5. President. The President shall preside at meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws or the Board of Directors. The President may not serve more than three (3) consecutive one-year terms.

Section 6. First Vice President. The First Vice President shall preside at meetings of the Board of Directors in the President's absence. The First Vice President shall do and perform such other duties and responsibilities as are usually incident to the President's office when the President is unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 7. Second Vice President. The Second Vice President shall preside at meetings of the Board of Directors in the President's and First Vice President's absence. The Second Vice President shall do and perform such other duties and responsibilities as are usually incident to the First Vice President's office when the First Vice President is unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 8. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' and Members' meetings and give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 9. Treasurer. The Treasurer shall provide general oversight of finances of the Corporation, provide appropriate periodic reports to the Board and Executive Committee, assist with the preparation of reports and the annual budget, and serve on the Fiscal Committee. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 10. Equity & Inclusion Officer. The Equity & Inclusion Officer shall have such duties and responsibilities and may exercise such other powers as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 11. National ACLU Representative. The National ACLU Representative shall have such duties and responsibilities and may exercise such other powers as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

ARTICLE IV COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the Corporation. The remaining members of each Committee of the Board of Directors shall include two or more Directors, who shall serve at the pleasure of the Board of Directors. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter.

Section 2. Executive Committee. The Executive Committee of the Board shall consist of the Officers of the Corporation. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may exercise the authority of the Board in between meetings of the Board of Directors, provided that the Executive Committee shall not act on any matter as to which the full Board has reserved authority. Meetings of the Executive Committee shall be held between each regular meeting of the Board and shall be open to all Directors. Minutes of such meetings shall be circulated to the Board of Directors within a reasonable time of such meeting.

Section 3. Fiscal Committee. The Fiscal Committee shall consist of at least two (2) members of the Board of Directors. The Treasurer shall automatically be appointed to the Fiscal Committee. The Fiscal Committee shall assist the Executive Director in preparation of the annual budget, monitor fiscal activities, and serve as a resource to the Board of Directors for long-term fiscal planning.

ARTICLE V PERSONNEL

Section 1. Executive Director. The Board may hire or remove an Executive Director, who shall perform such responsibilities as specified by the Board of Directors. The Executive Director is responsible for hiring or removing all other employees.

Section 2. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VI INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors and in accordance with the investment policy adopted by the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would

result in the denial of the tax exemption under Sections 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the extent permitted by law, the Corporation shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation and any other proceeding charging improper personal benefit in which the individual is or was adjudged liable on the basis that personal benefit was improperly received, by reason of the fact that they are or were a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, trustee, employee or agent of another Corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against them and incurred in such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

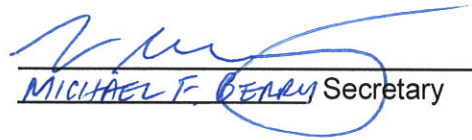
**ARTICLE VIII
ELECTRONIC COMMUNICATION**

To the maximum extent permissible under applicable law, all communications, approvals, signatures, and other acts involving the Board of Directors or officers of the Corporation may be accomplished by electronic means governed by applicable provisions of the Uniform Electronic Transactions Act as adopted in the State of Nebraska.

**ARTICLE IX
AMENDMENT OF BYLAWS**

Unless otherwise provided in the Articles or under the Act, these Bylaws may be amended by resolution of the Board of Directors, adopted by vote of a majority of the Directors in office at the time the amendment is adopted, or by unanimous written consent of the Board of Directors.

The undersigned hereby certifies that the above and foregoing Amended and Restated Bylaws were adopted by the Board of Directors of the Corporation on 16 MARCH, 2019, at a duly called and noticed meeting of the Board of Directors at which a quorum was present.



MICHAEL F. BERRY Secretary