

## By-Laws

# ARTICLE I. OFFICES

*(Amended 1984)* The principal offices of the corporation in the State of Nebraska shall be located in the County of Lancaster. The corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with the principal office, as required by the Nebraska Non-Profit Corporation Act. The registered office 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 the Board of Directors.

# ARTICLE II. MEMBERS

1. **CLASSES OF MEMBERS.** *(Amended 1984)* The corporation shall have five classes of members. The designation of such classes and the qualifications and rights of the members of each such class shall be as stated in the Articles of Incorporation and in these by-laws, or otherwise, according to law.
2. **ELECTION OF MEMBERS NOT REQUIRED.** *(Amended 1984)* It shall be sufficient to become a member of the corporation if any person otherwise qualified to be a member pays his or her fees, dues, or assessments, and/or does anything else prerequisite to membership in the corporation, and the particular class thereof. Election of members is not required via this corporation.
3. **VOTING RIGHTS.** *(Amended 1984)* Each member shall have one vote on any matter submitted to a vote of the members. Members who are legal persons shall vote through a duly authorized representative.
4. **TERMINATION OF MEMBERSHIP FOR CAUSE.** *(Amended 1984)* The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after due notice to such member and an appropriate hearing, which hearing shall contain such elements of fundamental fairness and due process of law, as may be appropriate under the circumstances, and may, by majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in ARTICLE XI of these by-laws.
5. **RESIGNATION.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
6. **REINSTATEMENT.** *(Amended 1984)* Upon written require filed with the Secretary, and signed by a former member whose memberships has been terminated under Sections 4 or 6, or who has resigned under Section 5 of this ARTICLE II, the

Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

7. **TRANSFER OF MEMBERSHIP.** (*Amended 1984*) Membership in this corporation is not transferable or assignable.

## ARTICLE III. MEETINGS OF MEMBERS

1. **ANNUAL MEETING.** (*Amended 1984*) An annual meeting of the members shall be held each year in the months of September or October on a date, and at a time and place fixed therefore by the Board of Directors, with notice of such meeting to be communicated to the members according to these by-laws, and otherwise according to law. The purpose of such meeting shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

2. **SPECIAL MEETINGS.** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3. **PLACE OF MEETINGS.** The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Nebraska; but if all of the members shall meeting at any time and place, either within or without the State of Nebraska, and consent to the holding of such a meetings, such meeting shall be valid without call or notice, and at such meeting, and corporate action may be taken.

4. **NOTICE OF MEETINGS.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or other officers calling the meeting. In case of a special meeting, or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

5. **INFORMAL ACTION BY MEMBERS.** Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

6. **QUORUM.** The members holding one-tenth of the votes which may be cast in any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

7. **PROXIES.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

8. **VOTING BY MAIL OR TELEGRAPH.** (*Amended 1984*) Excepting removal of a director, any action required by law to be voted upon at a meeting of the members, may be voted upon by mail or telegraph, in such manner as the Board of Directors shall determine.

## ARTICLE IV. BOARD OF DIRECTORS

1. **GENERAL POWERS.** (*Amended 1984*) The affairs of the corporation shall be managed by its Board of Directors. Eligibility to be a director shall be determined according to the Articles of Incorporation.

2. **NUMBER, TENURE, AND QUALIFICATION.** (*Amended 1984*) The number of directors shall be five. Each director shall hold office in accordance with the applicable provisions of the Articles of Incorporation; otherwise, until the next annual meeting of members and until his successor shall have been elected and qualified.

3. **REGULAR MEETINGS.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same time and place as, the annual meeting of members. 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.

4. **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, may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

5. **NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope 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 attendance of a Director at any 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 regular or special meeting of the Board need be specified in the notice or waiver of notice of such meetings, unless specifically required by law or by these by-laws.

6. **QUORUM.** One third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than one-third of the Directors present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. **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, unless the act of a greater number is required by law or by these by-laws.
8. **COMPENSATION.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation (for services rendered) therefore.
9. **VACANCIES.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
10. **INFORMAL ACTION BY DIRECTORS.** (*Amended 1984*) Excepting suspension or expulsion of a member, any action required by law to be taken or voted upon at a meeting of Directors, may be (i) taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or (ii) voted upon by mail, telegraph, or telephone, in such manner as the Board of Directors shall determine.

## ARTICLE V. OFFICERS

1. **OFFICERS.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, an Executive Secretary, A General Manager, and such other officers as may be elected in accordance with the provisions of this ARTICLE V. The Boar of Directors may elect or appoint 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 described, from time tot time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.
2. **ELECTION AND TERM OF OFFICE.** The officers of the corporation, unless otherwise provided, shall be elected annually by the Board of Directors at the regular 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 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.
3. **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.
4. **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.
5. **PRESIDENT.** (*Amended 1984*) The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He (*or She*) shall preside at all meetings of the membership and shall also preside at all meetings of the Board of Directors in the

absence of the Executive Secretary-General Manager. He (*or She*) may sign, with the Secretary or any other proper officer, 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 or impliedly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation; and in general he (*or she*) shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. **VICE PRESIDENT.** In absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents 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.

7. **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 (*or She*) shall have charge and custody of and be responsible for all funds and securities of the corporation; 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 VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

8. **SECRETARY.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; 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 appropriate documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the address of each member which shall be furnished to the Secretary by such member; and 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.

9. **EXECUTIVE SECRETARY-GENERAL MANAGER.** (*Amended 1984*) The Executive Secretary-General Manager of the corporation shall be elected by the Board of Directors for an indefinite term, and shall have, in part, general ministerial managerial powers over the business and affairs of the corporation, and in general, is invested with such powers and authority of the other officers of the corporation as may be necessary to enable him to discharge his responsibilities as such. He (*or She*) shall preside at all meetings of the Board of Directors. In addition, the Executive Secretary-General Manager is further invested with all duties, responsibilities, powers, and authority as is provided for such an office under the customs and Laws of Corporations and Agency of the State of Nebraska.

10. **ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall

perform such duties as shall be assigned to them by the Treasurer, the Secretary, the Executive Secretary, The General Manager, or by the President or the Board of Directors.

## ARTICLE VI. COMMITTEES

1. **COMMITTEES OF DIRECTORS.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; PROVIDED HOWEVER, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee, and the delegation thereto of authority shall not operate to relive the Board of Directors, or any individual Director or any responsibility imposed upon it or him by law.
2. **OTHER COMMITTEES.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated b a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.
3. **TERM OF OFFICE.** Each member of a committee shall continue as such until the next annual meeting of the members 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, or unless such member shall cease to qualify as a member thereof.
4. **CHAIRMAN.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
5. **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments in the same manner as provided in the case of the original appointments.
6. **QUORUM.** 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 art which a quorum is present shall be the act of the committee.
7. **RULES.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

# ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **CONTRACTS.** *(Amended 1984)* 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 by-laws, 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. The Executive Secretary-General Manager shall have such authority generally.
2. **CHECKS, DRAFTS, ETC.** All checks, drafts, or 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. In the absence of such determination, such instruments may be signed by the Executive Secretary-General Manager.
3. **DEPOSITS.** All funds of the corporation 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.
4. **GIFTS.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

# ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

1. **CERTIFICATES OF MEMBERSHIP.** *(Amended 1984)* The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Secretary or the Executive Secretary-General Manager. Certificates evidencing membership may, but need not be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.
2. **ISSUANCE OF CERTIFICATES.** When a person is entitled to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 12 of this ARTICLE VIII.

# ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees

having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X. FISCAL YEAR

*(Amended 1984)* The fiscal year of the corporation shall begin on the first day of January of one year, and end on the last day of December of the same year, as to each such fiscal year.

## ARTICLE XI. DUES

1. **ANNUAL DUES.** *(Amended 1984)* The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.
2. **PAYMENT OF DUES.** Dues shall be payable in advance on the first day of October in each fiscal year. Dues of a new member shall not be prorated. At the election of the individual member in question, dues may be paid in twelve equal monthly installments during the fiscal year for which such dues are payable.
3. **DEFAULT AND TERMINATION OF MEMBERSHIP.** *(Amended 1984)* When any member of the any class shall be in default in the payment of dues for a period of 12 month from the beginning of the fiscal year or period for which such dues became payable, his membership may thereafter be terminated by the Board of Directors in the manner provided in ARTICLE II of these by-laws.

## ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon (among other proper things) the name of the corporation and the words "Corporate Seal." The corporate seal is affixed to these by-laws.

## ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provision of the Articles of Incorporation or the by-laws of the corporation, 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 XIV. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

IN TESTIMONY OF WHICH, the corporation has caused these presents to be executed by lawful resolution of the Board of Directors approving the same this 20<sup>th</sup> day of September, 1979.

THE UNIVERSITY OF NEBRASKA—LINCOLN

BAND ALUMNI ASSOCIATION, INC.,

BY:

Michael H. Veak, Its President

B. Lynn Alexander, Its Secretary