

BY-LAWS
OF
BLAIR HISTORIC PRESERVATION ALLIANCE

Pursuant to the Nebraska Nonprofit Corporation Act and the Articles of Incorporation, as amended, the undersigned Directors do hereby adopt the By-laws of the BLAIR HISTORIC PRESERVATION ALLIANCE to provide as follows:

ARTICLE 1)
NAME AND OFFICES

- a) Name. The name of the Corporation is BLAIR HISTORIC PRESERVATION ALLIANCE.
- b) Offices. The principal office of the Corporation shall be located in Blair, Nebraska. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE 2)
MEMBERS AND MEETINGS OF MEMBERS

- a) Membership. The membership of the Corporation shall consist of those persons who have made an annual contribution in cash or in real or personal property to the Corporation for use in carrying out its purposes and shall be open to all individuals who share an interest in the history of Blair, Nebraska. Membership shall be on a year-to-year basis, based upon the calendar year. Each member shall be required to pay dues or otherwise make a contribution to the Corporation of real or personal property, as determined by the Board of Directors at any annual or special meeting of the Board of Directors; provided, however, that the Board of Directors may waive annual dues or contributions for honorary or lifetime members. The membership of each member shall continue until the last day of the calendar year for which his, her or its dues have been paid. Annual dues are due on or before February 1 of each calendar year.
- b) Right of Members. The right of a member to vote and all of a member's interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the earnings of the Corporation nor to share in a distribution of the Corporate assets upon the dissolution of the Corporation. Honorary members shall not have voting rights. No membership is transferable.
- c) Resignation of a Member. Any member may resign from the Corporation at any time by delivering a written resignation to the President or Secretary of the Corporation or by mailing his, her or its resignation to the registered office of the Corporation.
- d) Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation during the month of May in each year for the purpose of electing Directors and considering and acting upon such other matters as may be raised consistent with the requirements of the Nebraska Nonprofit Corporation Act.
- e) Notice of Annual Meeting. Notice of the time, date and place of the annual meeting, together with a description of any matter or matters that must be approved by the members pursuant to the Nebraska Nonprofit Corporation Act, shall be served, either personally or by mail, not less than ten (10) nor more than sixty (60) days before the meeting, upon such person or institution that appears on the books of the Corporation as a member; and if mailed, such notice shall be by first class mail directed to the member at the member's address as it appears on the books of the Corporation, unless the member shall have filed with the Secretary of the Corporation a written request that notices intended for such member be mailed to some other address, in which case notice shall be mailed to the address designated in such request.
- f) Special Meetings of Members. Special meetings of the members may be called at any time by the President, the Vice President, or by any two Directors, and shall be called by the President or the Secretary on receipt of the written request of not less than five percent (5%) of the members.

g) Notice of Special Meeting of Members. Notice of a special meeting of the members shall be given in the manner and time provided in Paragraph 5 of this Article above with respect to notice of the annual meeting.

h) Quorum. At any meeting of members of the Corporation, the presence of ten percent (10%) of the votes entitled to be cast on a matter must be represented in person or by proxy at a meeting of members to constitute a quorum on that matter. Unless one-third or more of the voting power of the members is present in person or by proxy, the only matters that may be voted upon at the annual meeting of members are those matters described in the meeting notice. If a quorum is present, the affirmative vote of a majority of the votes represented and voting is the act of the members. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

i) Voting. At every meeting of members, each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each member of the Corporation shall be entitled to one vote. The vote on Directors and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy. Cumulative voting is not authorized for the election of Directors.

j) Removal of Directors and Officers. Any Director or Officer may be removed from office by the affirmative vote of a majority of the entire membership of the Corporation, cast either in person or by proxy, at any regular or special meeting called for that purpose.

ARTICLE 3) BOARD OF DIRECTORS

a) Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. Each Director must be an individual and shall be elected by the affirmative vote of the majority of the Members.

b) Number, Election and Term. The number of Directors of the Corporation shall be seven (7) and may be increased or decreased by amendment of these By-Laws in the manner set forth in Article XIII hereof. When the number of Directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires or until resignation or removal as herein provided. The number of Directors, at any given time, for determination of a quorum shall be the number of appointed, acting Directors at the time of any relevant count. The office of a Director who has resigned or been removed but has not been replaced shall not be counted in determining the number of Directors at any given time. The term of the initial Board of Directors shall be established so that the initial terms of office of four (4) of the Directors expire after one (1) year, the initial terms of office of three (3) of the Directors expire after two (2) years. At each annual meeting of the Board of Directors, a number of Directors equal to the number of Directors whose terms have expired shall be elected by the remaining Directors. The Board of Directors may elect a Director at any meeting of the Board upon a two-thirds vote of the Board. After the election of the first Board of Directors for the terms of office described herein, each elected Director of the Corporation shall be elected to serve for a term of two (2) years. No elected Director shall serve as a Director for more than three (3) full consecutive two (2) year terms. An elected Director shall serve as a Director for the term for which such individual was elected or until the individual's death, resignation or removal.

c) Resignation of Director. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the presiding officer of the Board of Directors, or to the President or Secretary of the Corporation. Resignation shall be effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the successor does not take

office until the effective date. Any Director so elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced.

d) Annual Meeting of Directors. The annual meeting of the Board of Directors shall be held during the month of June of each year for the purpose of the election of officers, election of the executive committee, if any, and the transaction of other business; and if a quorum of the Directors is then present, no prior notice of such meeting shall be required to be given. The time and place of each annual meeting may, however, be fixed by written consent of all Directors.

e) Regular and Special Meetings of the Board. Regular and special meetings of the Board of Directors may be called by or at the request of the President or by the Secretary of the Corporation at the request of any two (2) members of the Board of Directors. Regular meetings of the Board may be held without notice. Notice of all special meetings of the Board of Directors shall be preceded by at least two (2) days notice to each Director of the date, time and place, but need not specify the purpose of such meeting. The authorized person or persons calling such meeting shall fix any reasonable place for holding such meeting.

f) Chairman. At all meetings of the Board of Directors, the President, or in his or her absence or inability, the Vice President, or in his or her absence or inability, a Chairman chosen by those Directors present, shall preside.

g) Quorum. At all meetings of the Board of Directors, a majority of the Directors in office immediately before the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other action and further action as is provided in these By-laws.

h) Vacancies. The Board of Directors shall fill any vacancy occurring in the Board; however, if the Directors remaining in office constitute fewer than a quorum of the Board, the Board of Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

i) Compensation. Directors shall not receive any compensation for their services as Directors, but, by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

j) Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the action is taken by all of the members of the Board of Directors and thereafter evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the Corporate records reflecting the action taken.

k) Removal of Directors. Directors may be removed in the manner provided by the Nebraska Nonprofit Corporation Act.

ARTICLE 4) OFFICERS

a) Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, with such powers and duties not inconsistent with these By-laws, as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice President, may be held by the same person.

b) Election, Term of Office, and Qualification. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Each officer shall serve at the pleasure of the Board of Directors and shall hold office until his or her successor is duly elected. All officers shall be elected from among the then-acting Board of Directors.

c) Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill such vacancy; and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

d) President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation, execute notes, contracts, mortgages and conveyances, and shall do and perform such other duties as may be assigned by the Board of Directors.

e) Vice President. At the request of the President, or in the event of the absence or disability of the President, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law or by these By-laws, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors or by the President.

f) Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors.

g) Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation with checks drawn on accounts in the name of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

h) Compensation. Officers shall not receive any compensation for their services as Officers; however, officers may be reimbursed for any expenses authorized by the Directors which were incurred on behalf of the Corporation.

i) Removal. Any officer may be removed from office by the affirmative vote of a majority of the Directors at any regular or special meeting called for that purpose.

ARTICLE 5) COMMITTEES

a. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and discretion of the Board of Directors.

b. Executive Committee. The Board of Directors may designate an Executive Committee which shall be composed of the then acting officers of the Corporation. The Executive Committee shall be authorized by the Board of Directors to manage the business of the Corporation during the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. Additional members may be added to the Executive Committee as determined by the Board of Directors.

c. Meetings and Voting. Each committee of the Corporation may establish the time for its regular meetings and may change that time as it deems advisable. Special meetings of any committee of the Corporation may be called by the Chairman of that committee or by the Chairman of the Board of Directors. Two (2) days notice of any special meeting of a committee shall be given by mail, telephone, or telecopy. Such notice may be waived in writing or by attendance at the committee meeting. At all committee meetings of the Corporation, each committee member shall be entitled to cast one (1) vote on any questions coming before such meeting. The presence of a majority of the membership of any committee of the Corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of the Corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

ARTICLE 6) 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 By-laws and to the extent authorized or permitted by law.

ARTICLE 7) CONTRACTS, LOAN, CHECKS AND DEPOSITS

a. Contracts and Loans. The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contact or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

b. Checks, Drafts, Etc. 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, agents or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

c. Deposit of Funds. 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 approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

ARTICLE 8) VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 9)
FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of June of each year and end on the last day of May of the following year.

ARTICLE 10)
PROHIBITION AGAINST SHARING
IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors and officers of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 11)
TELEPHONIC MEETINGS

Members of the Board of Directors or of any of the committees appointed by the Board may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these By-laws for notification of members of the Board or committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Board or committee, as the case may be.

ARTICLE 12)
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, 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 501, 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 13)
AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Corporation by affirmative vote of a majority of the members of the Board of Directors; provided, however, that notice of any proposed amendment shall be mailed by United States mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted. Any Director may waive such notice in writing.