

**AMENDED AND RESTATED  
BY-LAWS OF  
MIDLANDS COMMUNITY FOUNDATION**

**ARTICLE I  
OFFICES**

The principal office of the Corporation in the State of Nebraska shall be located in Sarpy or Cass counties. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine, or 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 such registered office, as required by the Nonprofit Corporation Act of the State of Nebraska. 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  
MEMBERSHIP**

Except as the Board of Directors may otherwise determine from time to time, the Corporation shall have no members.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Directors need not be residents of the State of Nebraska. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws, and the laws of the State of Nebraska, the Directors are vested with all of the powers now or hereafter conferred by law. Identification of charitable objectives by the Board of Directors of the Corporation can either be general or specific.

Section 3.2 Number. The number of Directors shall consist of not less than nine (9) nor more than twenty-two (22), the exact number within such range to be determined by resolution of the Board of Directors. Although the number of Directors may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent Directors during the term for which they were elected or appointed.

Section 3.3 Election. Prior to each annual meeting of the Board, the Nominating Committee shall establish a slate of qualified candidates for those Directors whose terms are to expire. Such slate shall be presented at the annual meeting. Following the report of the Nominating Committee at the annual meeting, any Director may suggest changes to the slate. Any suggested changes must be approved by the Board. At the conclusion of any discussion on the slate of candidates, the Board of Directors shall vote on the slate, as revised, if any.

Section 3.4 Term. The term of a Director shall be three (3) years, provided however, that in the event that the Board of Directors increases the number of members of the Board of Directors, the initial terms shall be one (1), two (2) or three (3) years at the determination of the Board of Directors so as to provide, to the extent possible, an even number of staggered terms. In the event the Board of Directors decreases the number of Directors, the Board of Directors shall eliminate terms in like-manner so as to maintain, to the extent possible, an even number of staggered terms.

Section 3.5 Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of any such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Additionally, a Director is considered to have resigned his/her position from the Board of Directors when he/she fails to attend fifty percent (50%) of the committee and regularly scheduled meetings within a calendar year. Exceptions may be granted for extended absence by a majority vote of the Executive Committee.

Section 3.6 Removal. A Director may be removed with or without cause by a vote of two-thirds majority of the Board of Directors then in office excluding, however, for purposes of determining a two-thirds majority, the Director in question.

Section 3.7 Vacancies. If a vacancy or vacancies in the Board of Directors occurs for any reason, including an increase in the number of Directors, the Nominating Committee shall recommend one or more names as appropriate to fill such vacancy or vacancies to the Board at its next regularly scheduled meeting for approval or as soon thereafter as practical. Each Director so appointed or elected shall hold office for the remaining term of the Director so succeeded, or until such appointed or elected Director resigns or is removed or until his or her death. At the Board's option, the Board may choose not to fill the vacancy as long as the minimum number of Directors set forth in Section 3.2 is maintained.

Section 3.8 Compensation. Directors as such shall not receive any stated salaries for their services, except that a Director may be reimbursed for actual expenses incurred in carrying out the purposes of the Corporation, within the limitation imposed upon non-profit charitable organizations by Nebraska law and/or Federal law. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 3.9 Ex-Officio Directors. The Board of Directors may provide for Ex-Officio Directors to serve at the request of the Corporation. Such Ex-Officio Directors shall not be voting members of the Board and shall serve at the pleasure of the Board for such period of time as shall be specified by the Board.

#### Section 3.10 Miscellaneous.

(a) Independent Auditor. An independent auditor appointed or approved by the Board of Directors shall annually prepare for the Corporation a consolidated financial statement, including a statement of combined capital assets and liabilities and a statement of income, expenses and distributions, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by the state or federal government to be filed by the Corporation.



(b) Fiduciary Capacity. Each member of the Board of Directors shall serve in a fiduciary capacity, and shall exercise his/her powers in such manner as not to disqualify any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate, and not to disqualify the Corporation from Federal income tax exemption as a qualified charitable organization and/or from classification as a public charity.

(c) General Standards for Directors. A Director shall discharge his/her duties as Director, including his/her duties as a member of a committee, if he/she acts: (1) in good faith, (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (3) in a manner the Director reasonably believes to be in the best interest of the Corporation. If a Director complies with the foregoing standards, he/she shall not be held liable for acts or omissions arising from error in judgment, reliance on advice of legal or other advisors, or mistakes of fact or law.

#### **ARTICLE IV MEETINGS OF BOARD OF DIRECTORS**

Section 4.1 Regular and Annual Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at least quarterly at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate. An annual meeting of the Board of Directors shall be held on the fourth (4<sup>th</sup>) Tuesday in September of each year or as designated by the Executive Committee. The Board may provide by resolution the time and place for the holding of the annual or other regular meetings of the Board. The meetings will be conducted using Roberts Rules of Order unless otherwise provided by these bylaws.

Section 4.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or twenty percent (20%) of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them. Special meetings may also be held at any time and place, and without notice, by unanimous consent of the Directors.

Section 4.3 Telephone or Electronic Meetings. Any regular or special meeting of the Board or any committee, as the case may be, may be held by means of conference telephone, electronic or similar communication equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member or members participating.

Section 4.4 Notices. Other than as provided in Section 4.1, regular meetings of the Board of Directors and committees may be held without notice of the date, time, place, or purpose of the meeting. Notice of special meetings providing the date, time and place of the meeting shall be communicated to each Director or committee member, as the case may be, at his/her last known address by such means authorized from time to time by the Nonprofit Corporation Act of the State of Nebraska, as determined by the person calling such meeting, no fewer than ten (10) (or if notice is mailed by other than first-class or registered mail, thirty (30)) nor more than sixty (60) days prior to the date of holding these meetings. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors or committee, as the case may be, need to be specified in the notice unless specifically required by law or by these Bylaws or unless such meeting is to remove a Director or to approve a matter that would require approval

by the members if the Corporation had members. In such case, the notice shall specify removal as one purpose of the meeting and precede the meeting by at least seven (7) days. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver 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.

Section 4.5 Quorum. A majority of the Board of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting.

Section 4.6 Manner of Acting. The act of a majority of the Directors entitled to vote 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, the Articles of Incorporation, or these Bylaws.

Section 4.7 Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a 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 4.8 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/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her 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 registered or 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.

## **ARTICLE V OFFICERS**

Section 5.1 Officers. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Assistant Treasurer all of which shall manage the day-to-day operations of the Corporation. Such other officers as may be deemed necessary may be elected in accordance with the provisions of this Article V. All officers shall be members of the Board of Directors. Any two or more of said offices may be held by the same person. Such other officers, assistant officers, and acting officers as may be deemed necessary may be elected or appointed by the Board of Directors, such officers to have authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 5.2 Election. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Officers shall assume their official duties following the close of the annual meeting in September of each year and shall serve for a term of one (1) year and until the election and qualification of their successors. Officers may not succeed themselves in such offices for more than four (4) consecutive terms, unless nominated by the Board of Directors.



Section 5.3 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 Removal. The Board of Directors may remove any officer whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5.5 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 at any regular or special meeting of the Corporation.

Section 5.6 President. The President shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and has the right to vote. The President may sign, with the Secretary or any other proper officer of the Corporation 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 or by statute to some other officer or agent of the Corporation, and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall also serve as an ex-officio member, without voting rights, of all standing committees.

Section 5.7 Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.8 Secretary. The Secretary shall keep the minutes of the meetings 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 Bylaws or as required by law; be the custodian of the corporate records of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; 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 the Secretary by the Board of Directors.

Section 5.9 Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws; 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 the Treasurer by the Board of Directors.

Section 5.10 Assistant Treasurer. In the absence or disability of the Treasurer, and when so acting, shall perform the duties of the Treasurer, and so acting, shall have all the powers of and be subject to all the restrictions imposed upon the Treasurer. The assistant Treasurer shall perform such other duties as from time to time assigned to the Treasurer by the Board of Directors.

## **ARTICLE VI COMMITTEES**

Section 6.1 Standing Committees. The standing committees of the Corporation shall be the Executive Committee, Nominating Committee, Finance/Investment Committee, Funding Activities Committee, Grants Committee, Community Relations Committee, Bylaws and Governance Committee and Advisory Committee. The Board of Directors may authorize such other standing committees and assign to the committees such other duties as it considers appropriate at any time by resolution. The composition and role of each of the standing committees shall be as provided in this Article VI. The Executive Committee shall select the Chairperson and Directors to serve on each committee. The Chairperson shall be a Director. The provisions set forth in Article IV governing Board meetings (i.e. quorum, manner of acting, notice of meetings and informal action) shall apply to all standing committees.

### Section 6.2 Executive Committee.

(a) Composition. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and such other Directors as selected by the President, if any. The Executive Director shall also serve on the Executive Committee as an ex officio non-voting member but shall not be considered a member of the Executive Committee for purposes of the quorum or manner of acting provisions of Article IV.

(b) Duties. The Executive Committee shall, during intervals between Board of Directors' meetings, possess and exercise all of the powers of the Board of Directors in the management of the affairs of the Corporation, except that the Executive Committee shall not have the authority to appoint or remove the Executive Director; elect, appoint or remove any Director or officer; 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 the Executive Committee; approve the dissolution, merger, sale, pledge or transfer of all or substantially all of the Corporation's assets; amend or repeal the Corporation's Articles of Incorporation or these Bylaws; or authorize distributions. The designation and appointment of the Executive Committee, and the delegation of authority thereto, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him/her by law.

### Section 6.3 Nominating Committee.

(a) Composition. The Nominating Committee shall consist of three (3) or more Directors.

(b) Duties. The Nominating Committee shall be responsible for preparing a slate of nominees to serve as Directors. The Nominating Committee shall also review, on a periodic basis, core governance and Board composition issues, and the appropriateness of the Board's size, leadership, composition, and committee structure.



Section 6.4 Finance/Investment Committee.

(a) Composition. The members of the Finance/Investment Committee shall consist of at least three (3) Directors and may have non-Directors as members.

(b) Duties. The Finance/Investment Committee shall prepare annual budgets for Board approval and monitor compliance with same. The Finance/Investment Committee shall also advise the Board of Directors with respect to the investments of the Corporation.

Section 6.5 Funding Activities Committee.

(a) Composition. The members of the Funding Activities Committee shall consist of at least one (1) Director and may have non-Directors as members.

(b) Duties. The Funding Activities Committee shall be responsible for developing fund-raising ideas and presenting same to the Board of Directors and carrying out those fund-raising activities approved by the Board.

Section 6.6 Grants Committee.

(a) Composition. The members of the Grants Committee shall consist solely of Directors.

(b) Duties. The Grants Committee shall have the responsibility of establishing the grant process, the forms to be used in connection therewith, and for reviewing and processing all grant requests. It shall make recommendations to the Board of Directors regarding the approval or disapproval of grant requests.

Section 6.7 Community Relations Committee.

(a) Composition. The members of the Community Relations Committee shall consist of at least one (1) Director and may have non-Directors as members.

(b) Duties. The Community Relations Committee shall be responsible for keeping the mission of the Corporation before the public.

Section 6.8 Bylaws and Governance Committee.

(a) Composition. The members of the Bylaws and Governance Committee shall consist solely of Directors.

(b) Duties. The Bylaws and Governance Committee shall review these Bylaws, from time to time, to ensure they accurately reflect the Corporation's operating structure. The Bylaws and Governance Committee shall recommend to the Board such additions or changes as it deems necessary.

Section 6.9 Advisory Committee.

Composition. The members of the Advisory Committee shall be comprised of former Directors and those individuals whose services would be highly desirable, but who may not have the time or ability to serve full time on the Board of Directors. Advisory Committee Chair will act as a liaison between the Board of Directors and the Advisory Committee. Invitation to join this committee shall be extended by the Advisory Committee Chair upon recommendation from the Board.

(a) Duties. The Advisory Committee shall serve in an advisory capacity to the Board and committees as requested.

Section 6.10 Other Committees.

(a) Composition. The Board may, by resolution, appoint one or more advisory committees which must consist of at least one (1) Director but which may have non-Directors appointed thereto. Such advisory committees shall not have the power to act on behalf of the Board of Directors but shall fulfill the purposes of which they were formed and report their findings to the Board of Directors.

Section 6.11 Committee Procedures. Each committee shall record minutes of its recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Corporation. Each committee shall also report to the Corporation's Board of Directors concerning all matters upon which it has acted. Each committee shall meet as needed. Reasonable notice of any committee meetings shall be given to the President and Executive Director, each of whom shall have the right to attend and comment on the deliberations of the committee. The President, Executive Director or the committee chairperson may invite to any committee meeting such other individuals as they may select who may be helpful to the deliberations of the committee. Each committee may operate through the establishment of one or more subcommittees, to have such composition, duties and responsibilities as shall be delegated to it by the committee. Each committee shall adopt rules, policies and procedures for its own operations and for the operations of its subcommittees which are not inconsistent with these Bylaws or the policies of the Corporation and which are approved by the Corporation's Board of Directors.

**ARTICLE VII  
EXECUTIVE DIRECTOR**

The Board of Directors may hire an individual to serve as the Executive Director of the Corporation. The Executive Director shall be subject to removal by the Board of Directors of the Corporation. The Executive Director shall exercise such administrative responsibilities as may be assigned to him/her by the Board of Directors.



**ARTICLE VIII  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 8.1 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 8.2 Checks, Drafts, etc. All checks, drafts, or orders of 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 by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 8.3 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.

Section 8.4 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 purposes of the Corporation.

Section 8.5. Distributions Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall dispose of all assets of the Corporation in accordance with the requirements of the Internal Revenue Code of 1986, as amended, and Article Seven of the Articles of Incorporation.

**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 Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of July and end on the last day of June of each year.

**ARTICLE XI  
SEAL**

Unless otherwise provided by the Board of Directors, the Corporation shall have no seal.

**ARTICLE XII  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Nebraska or under the provisions of the Articles of Incorporation or the Bylaws 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 XIII  
INDEMNIFICATION OF DIRECTORS**

To the extent permitted by law, the Corporation shall indemnify any person 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, by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she 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 his/her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, 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, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation.

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 him/her and incurred in such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

The indemnity provided for by this Article XII 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 XII 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 XIV  
TERMS OF EXISTENCE**

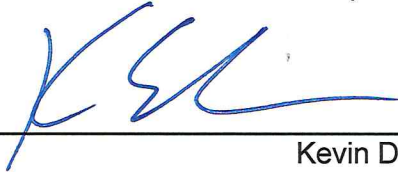
The Corporation shall have perpetual existence unless dissolved by the Board of Directors.



**ARTICLE XV  
AMENDMENTS TO BYLAWS**

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

The undersigned Secretary of the Midlands Community Foundation hereby certified that the foregoing Amended, and Restated Bylaws of Midlands Community Foundation were adopted by the Board of Directors on the 26<sup>th</sup> day of May 2020.



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Kevin Dasher - Secretary