

## SECOND AMENDED AND RESTATED BYLAWS

OF

### HISTORY NEBRASKA FOUNDATION

#### ARTICLE I REGISTERED OFFICE

The registered office of the corporation is 1700 Farnam Street, Suite 1500, Omaha, Nebraska 68102. The corporation may establish other offices as may be determined by the Board of Directors.

#### ARTICLE II DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of Directors on the Board of Directors shall be nine (9); provided, however, that pursuant to Section 3 hereof, there shall at all times be five (5) Directors appointed by the Board of Trustees of The Nebraska State Historical Society ("History Nebraska"), a Nebraska nonprofit corporation that operates, supervises, or controls the corporation within the meaning of Section 509(a)(3)(B)(i) of the Internal Revenue Code.

Section 3. Election or Appointment; Qualification. Four (4) Directors shall be nominated by a Director and elected at a meeting of Directors. The remaining five (5) Directors shall be appointed by the Board of Trustees of History Nebraska and need not be separately nominated or elected. Four (4) such Directors shall be appointed from among the then-serving members of the Board of Trustees of History Nebraska; provided, however, that should any such Director cease to be a member of the Board of Trustees of History Nebraska, then such Director shall also cease to qualify as a Director of the corporation. One (1) such Director shall be the then-serving CEO/Executive Director of History Nebraska, to serve until his or her successor is designated and qualifies as determined by the Board of Trustees and/or the Bylaws of History Nebraska.

Section 4. Term of Office. Except as otherwise provided herein, Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election or appointment and qualification of a successor, or until such Director's death, resignation, or removal. Directors may be elected or appointed to serve a maximum of two (2) consecutive terms. Notwithstanding anything herein to the contrary, the Director who is the then-serving CEO/Executive Director of History Nebraska shall serve until his or her successor is designated and qualified as determined by the Board of Trustees and/or the Bylaws of History Nebraska.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held on the second Friday in January, or as soon thereafter as the President shall call such meeting, each year without other notice than these Bylaws, for the purpose of electing Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President at the request of any one Director. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 7. Notice. Notice of any special meeting shall be given at least three days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at the 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 8. Quorum. No less than one-half of the Directors 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 9. 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 10. 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 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until the next annual meeting or until such director's successor is elected or appointed and qualified.

Section 12. 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 13. 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, Vice President, Secretary, and a Treasurer, 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. The Board of Directors may provide for as many Vice Presidents as deemed necessary by the Board of Directors to act in the absence of the President as directed and defined by the Board of Directors.

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 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 as soon thereafter as conveniently may be. Each officer shall hold office 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. Subordinate Officers. The Board of Directors from time to time may appoint subordinate officers, including but not limited to Assistant Secretaries and Assistant Treasurers, each of whom shall hold office at the pleasure of the Board of Directors or for such term as the Board of Directors may designate. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers and to prescribe their respective authorities, duties, and terms of office.

Section 4. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer or subordinate officer of the corporation, and at any meeting may accept the resignation of any officer of the corporation. The Board of Directors may delegate to any officer the authority to remove or accept the resignation of any subordinate officer.

Section 5. Vacancies. Any vacancies occurring in the office of President, Vice President, Secretary, or Treasurer by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at 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 6. Salaries. The salaries of the officers, if any, of the corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that they also are a Director of the corporation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during the term of their office.

Section 7. President. The President shall be the chief executive officer of the corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the corporation and control of its several officers. 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 him or her by these Bylaws or the Board of Directors.

Section 8. Vice President. A Vice President shall preside at meetings of the Board of Directors in the President's absence. A 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 9. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' meetings; give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws; and assist in keeping the books of account of the corporation and its correspondence. 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. The Board of Directors or the President may delegate all or part of the authority and duties of the Secretary to Assistant Secretaries.

Section 10. Treasurer. The Treasurer shall have custody of the corporation's funds; keep full and accurate accounts of all receipts and disbursements of the corporation, an inventory of assets, and a record of the liabilities of the corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the corporation as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. 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. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to Assistant Treasurers.

#### **ARTICLE IV COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall include the Directors serving as officers and such other members as may be appointed by the Board, and shall be comprised of not fewer than three (3) Directors. The Executive Committee shall carry out business of the Corporation between meetings of the Board of Directors, subject to final approval by the Board of Directors except in cases where the Board of Directors has delegated final approval to the Executive Committee.

Section 2. Other Committees. The Board of Directors shall have full power to constitute such other committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the corporation. Each Committee shall include two or more Directors who 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

#### **ARTICLE V FISCAL YEAR**

The fiscal year of the corporation shall end on June 30th of each year hereafter.

**ARTICLE VI  
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 VII  
CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, 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 contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

**ARTICLE VIII  
VOTING STOCK OWNED BY THE CORPORATION**

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 IX  
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 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.

**ARTICLE X  
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 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI  
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 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 XII  
POLICIES**

In any instance where the corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the corporation's Conflict of Interest Policy adopted by the Board and amended from time to time, which is attached hereto and incorporated into these Bylaws by reference.

**ARTICLE XIII  
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. Any action taken by electronic means shall be ratified at the next in-person meeting of the Board of Directors.

**ARTICLE XIV  
AMENDMENT OF BYLAWS**

The 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 foregoing Bylaws were adopted by written consent of the Board of Directors effective November 30, 2020.

A handwritten signature in blue ink, appearing to be 'DL', is written above a horizontal line.

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David Levy, Secretary