

BYLAWS
OF
NEBRASKA LAWYERS FOUNDATION

ARTICLE I
FORMATION

On May 30, 2003, a Nebraska nonprofit corporation was formed by the filing of the Articles of Incorporation with the Nebraska Secretary of State in accordance with and pursuant to the Nebraska Nonprofit Corporation Act.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed are:

(a) to serve the public and the legal profession by securing contributions to support Nebraska State Bar Association programs dedicated to the improvement of the legal profession and the administration of justice including the Nebraska Lawyers Assistance Program, the Volunteer Lawyers Project, the Rural Practice Initiative, SOLACE and the LSAT Prep and Leadership Academy Scholarship programs.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole, or any part of the income and the principal therefrom, exclusively for charitable, scientific, literary or education purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended; provided, however, that any such contribution shall be used exclusively for charitable, scientific, literary or education purposes.

(c) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(d) If the corporation is determined to be a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), then:

- i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

- ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- iv. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(f) Without limitation to the foregoing, the Corporation may:

- i. Qualify to conduct its activities in any other state, territory, dependency or foreign country;
- ii. Issue, purchase, redeem, receive, take or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with real and personal property, capital stock, bonds, debentures, notes and debt securities, and money market instruments of its own or others;
- iii. Pay pensions, and establish and carry out pension, deferred compensation, saving, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its Directors, officers, employees and persons providing services to it or any other subsidiary or related or associated corporation, and to indemnify and purchase and maintain insurance on behalf of any fiduciary of such plans, trusts, or provisions;
- iv. Make donations for the public welfare or for community fund, hospital, charitable, educational, scientific, civic, religious or similar purposes;
- v. Assume obligations, enter into contracts, including contracts of guaranty or suretyship, incur liabilities, borrow or lend money or otherwise use its credit, and secure any of its obligations, contracts or liabilities by mortgage or pledge, or otherwise encumber all or any part of its property and income;
- vi. Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind, whether or not such participation involves sharing or delegation of control with or to others;
- vii. Act as a trustee under any trust incidental to the principal objects of the Corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust;
- viii. Receive endowments, devises, bequests, gifts, and donations of all kinds of property for its own use, or in trust, in order to carry out or to assist in carrying out, the objects and purposes of the Corporation and to do all things and acts necessary or proper to

carry out each and all of the purposes and provisions of such endowments, devises, bequests, gifts and donations with full power to mortgage, sell, lease, or otherwise deal with or dispose of the same in accordance with the terms thereof.

ARTICLE III OFFICES/REGISTERED AGENT

The initial principal office and registered office of the Corporation are located at 635 South 14th Street, 2nd Floor, Lincoln, Lancaster County, Nebraska 68508. The Corporation may establish other offices within the State of Nebraska, as may be determined by the Board of Directors. The Board of Directors shall appoint a registered agent or agents as needed and required by law.

ARTICLE IV DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Subject to any limitations of law or the Articles of Incorporation, the Board of Directors shall manage and carry out the fiduciary responsibility vested in it by these Bylaws and in so doing shall have all the rights, powers and authority of the board of directors of a corporation. Notwithstanding any other provision of these Bylaws, the Board of Directors is vested with the full fiduciary responsibility for the following:
 - a. the prudent management and investment of and accountability for the assets of the Corporation;
 - b. the provision of volunteer leadership consistent with the purposes stated in the Articles of Incorporation or these Bylaws;
 - c. the adoption of the Corporation's annual budget;
 - d. the approval of endowment spendable income rates;
 - e. the provision of advice and counsel to the Executive Director and Executive Council of the Nebraska State Bar Association regarding matters affecting the bar association and the advancement of its mission;
 - f. the power to approve self-dealing transactions in accordance with state and federal laws;
 - g. the power to issue checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness and to receive the same on behalf of the Corporation, with such signature or endorsement authority as the Board of Directors determines;
 - h. the power to authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name, and on behalf, of the Corporation;
 - i. the adoption of appropriate policies for the investment and management of funds, for the conduct of audits, for the acceptance and management of planned gifts, for the grant and allocation of Corporation funds;
 - j. the election of persons to the various posts as provided in these Bylaws;
 - k. the disposal of any assets of the Corporation;
 - l. the approval of any merger or dissolution;
 - m. the amendment or repeal of the Articles of Incorporation or the Bylaws of the Corporation.

2. Board Members. The individuals who serve as the voting members of the Executive Council of the Nebraska State Bar Association shall constitute the Directors of the Corporation. If the

number of voting members of the Executive Council of the Nebraska State Bar Association is changed, then the number and makeup of the Board of Directors of the Corporation shall be automatically adjusted to reflect such change in such Executive Council voting membership.

3. Annual and Regular Meetings. Unless otherwise scheduled by the resolution of the Board of Directors, an annual meeting of the Board of Directors shall be held in the month of October at the principal office of the Corporation or at such other location as determined by the resolution of the Board of Directors. By resolution, the Board of Directors shall provide the time and place of the holding of any regular meetings of the Board of Directors each year.
4. Special Meetings. Special meetings of the Board of Directors may be called by the President or any (2) Directors. The person or persons authorized to call such special meetings may fix any reasonable time and place for such special meetings.
5. Notice. Notice of the annual meeting or any regular meeting shall be given at least (10) days previously thereto and notice of any special meeting shall be given at least three (3) days previously thereto, by written electronic notice to each Director at the email address indicated in the Corporate records. Notice of the annual meeting or any regular meeting shall include a description of any matter that must be approved by the Directors. Notice of a special meeting shall include a description of the matters for which the meeting is called. 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. Any business may be transacted at any meeting of the Board of Directors, in which proper notice has been given, and at any meeting at which all Directors are present, whether or not proper notice or waiver thereof has been given.
6. Quorum. Except as otherwise provided by the Nebraska Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a majority of the number of Directors, in office immediately before the applicable meeting begins, shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If less than a quorum is present at any meeting, the majority of those Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.
7. Manner of Acting. The majority vote of the Directors present, at a meeting at which a quorum is present, shall be the act of the Board of Directors. Each Director shall be entitled to one (1) vote.
8. Ethics and Conflict of Interest: Directors shall adhere to every ethics policy adopted by the Board of Directors, including without limitation its policy regarding conflicts of interest, and shall provide any periodic affirmation or disclosure statement required by such policy.
9. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary of the Corporation.
10. Compensation. The Directors shall receive no compensation for serving as a Director of the Corporation. 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, and may be paid a fixed sum for attendance at each meeting of the Board of Directors.
11. Meetings by Conference Telephone: Members of the Board of Directors may participate in any meeting of the Board of Directors or any committee thereof through use of conference telephone

or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting.

12. Action by Electronic Mail: Meetings of the Board of Directors may be conducted by electronic mail using the procedure described in this Section. The notice given pursuant to Section V of a meeting to be conducted by electronic mail shall contain the proposed action to be taken at the meeting and may be accompanied by other material pertaining to the proposed action. The notice shall include:
 - a. instructions to Directors to use the “reply all” electronic mail function to ensure that each Director participating in the meeting can communicate with all the other Directors concurrently;
 - b. notice that each Director may participate in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation;
 - c. a deadline for the conclusion of the period for discussion of any action proposed to be taken at the meeting, together with a deadline following that period before which all votes by Directors on that proposed action must be transmitted.
 - d. Following a meeting by electronic mail, the Chair of the Corporation or his or her designee shall notify the Board of the number of Directors who participated in the meeting (determined either by participation in the pre-vote discussion or by the casting of a vote); that a quorum was thereby considered to be present; the number of votes cast in favor of the action; and the passage or failure of each action item.
13. Validation of Defectively Called or Noticed Meetings: The transactions of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present or who, though present, has prior to the meeting or at its commencement, protested the lack of proper notice, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors. All such waivers, consents or approvals shall be filed with the Corporation’s records or made a part of the minutes of the meeting.

ARTICLE V OFFICERS

1. Officers. The President-Elect of the Nebraska State Bar Association shall serve as the President of the Foundation. The President-Elect Designate of the NSBA shall serve as the Vice President. The Executive Director of the NSBA will serve as the Secretary and Treasurer. If either the President-Elect or President-Elect Designate of the NSBA is unable or unwilling to serve in their respective NLF Board capacities, the vacancy will be filled by a different member of the NLF Board of Directors, by a majority vote of the Board of Directors.
2. Subordinate Officers. The Board of Directors 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.

3. Salaries. The Officers shall receive no compensation for serving as Officer of the Corporation.
4. 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 may be assigned by these Bylaws or by the Board of Directors.
5. Vice President. At the request of the President, or in his absence of disability, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all of the powers of, and shall be subject to all the restrictions upon, the President. The Vice President shall have such other duties and responsibilities, and may exercise such other powers, as may be assigned by these Bylaws, the Board of Directors or the President.
6. 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, the Articles of Incorporation or 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 may be assigned 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.
7. 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, the President or 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 may be assigned 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.
8. Assistant Secretary and Assistant Treasurer. The Assistant Secretary shall, in the absence of the Secretary or in the event of his or her death, inability or refusal to act, perform the duties of the Secretary and when so acting, shall have all the powers of, and be subject to all the restrictions of, the Secretary. The Assistant Treasurer shall, in the absence of the Treasurer or in the event of his or her death, inability or refusal to act, perform the duties of the Treasurer and when so acting, shall have all the powers of, and be subject to all the restrictions of, the Treasurer. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or the President.
9. Bonding. The Board of Directors may, at the Corporation's expense, bond any officer for the faithful performance of his or her duties in such amount and with such surety or sureties as it may determine.

ARTICLE VI COMMITTEES

The Board of Directors shall have full power to appoint such committees, as it deems necessary or desirable, to advise or assist it in the transaction of the business of the Corporation. The members of such committees need not be Directors of the Corporation. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors.

ARTICLE VII SEAL

The Corporation shall not have a seal.

ARTICLE VIII FISCAL YEAR; AUDIT

The fiscal year of the Corporation shall be from January 1 to December 31. The financial books and records of the Corporation shall be audited at least once during each fiscal year by reputable and independent certified public accountants. Such audit shall be approved by the Board of Directors.

ARTICLE IX 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 it is consistent with these Bylaws permitted by law.

ARTICLE X CONTRACTS

Except as otherwise provided by these Bylaws or the law, the Board of Directors 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. 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 of engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the then current edition of Robert's Rules of Order, Newly Revised, shall govern in all cases to which they are applicable and when they are not inconsistent with these Bylaws and any special rules of order the meeting body may adopt. Violation of such rules shall not invalidate any action taken at a meeting unless the objecting party shall file his or 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 mail to the Secretary of the Corporation on the next business day after the adjournment of the meeting. Such right to dissent shall not apply to a person who voted in favor of such action. A current edition of such Rules shall be made available at the place of meeting during any proceeding governed by these Bylaws.

ARTICLE XII DISSOLUTION

Upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors may determine or as may be determined by the court of competent jurisdiction upon application of the Board of Directors, exclusively to selected charitable, scientific, literary or educational institutions and organizations which are described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), all in accordance with the Articles of Incorporation, as from time to time amended.

ARTICLE XIII 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 it invest and reinvest any funds held by it, according to the judgment of the Board of Directors; 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 XIV INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

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, including an action by or in the right of the Corporation, by reason of the fact that he or 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 or her in connection with such action, suit or proceeding if he or she acted in good faith, and in the case of conduct in his or her official capacity with the Corporation, in a manner he or she reasonably believed to be in the best interests of the Corporation, and in all other cases in a manner he or she reasonably believed was 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 or her 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 him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability.

The indemnity provided for by this Article 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 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.

Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum

consisting of Directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, by majority vote of a committee duly designated by the Board of Directors, such committee consisting solely of two or more parties not at the time parties to such proceeding, or if a quorum of disinterested Directors or such committee so directs, by special legal counsel in written opinion, or as otherwise provided by law. Notification shall be given to the Nebraska Attorney General as provided by law.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding provided that a determination is made that the facts then known to those making the determination would not preclude indemnification. Payment shall be further conditioned upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article and written affirmation of his or her good faith belief that he or she has met the standard of conduct. In the case of joint representation by legal counsel selected by the Corporation, such person shall, in addition, deliver a signed acknowledgement of potential conflict of interest signifying his or her agreement to seek independent legal counsel of his or her own choosing and at his or her own expense in the event a conflict of interest precludes joint representation at any time during the proceedings and waiver of any objection to the continuance of representation of the Corporation by such legal counsel.

ARTICLE XV AMENDMENT OF BYLAWS

The Bylaws may be amended by a supermajority vote of the Board of Directors. A supermajority vote means two-thirds (2/3) of all of the Directors on the Board of Directors.

ARTICLE XVI MISCELLANEOUS

Inspection of Corporate Records: Any Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection shall include the right to copy and make extracts.

Representation of Shares of Other Corporations: The President, the Vice President, and Treasurer, or another officer designated by the Board of Directors from time to time is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation, unless the Board of Directors designates another person to exercise such rights, or unless the Bylaws of the other corporation otherwise provide. The authority herein granted may be exercised either in person or by proxy or power of attorney duly executed.

Standing Orders: Standing orders and rules of practice consistent with the Articles of Incorporation and the Bylaws may be prescribed from time to time by the Board of Directors in order to facilitate and expedite the conduct of the business of the Corporation. The Executive Director or Secretary shall keep such orders and rules, if any, in permanent written form, properly indexed, as part of the permanent records of the Corporation. Such orders and rules shall govern and control the administration of the activities and affairs of the Corporation as far as applicable.

Adopted June 7, 2015 by the Board of Directors. Last revised on September 6, 2023.

Elizabeth Neeley
Secretary/Treasurer