

AMENDED AND RESTATED BYLAWS

OF

ACLU NEBRASKA

(an exempt organization under 501(c)(4) of the Internal Revenue Code)

ARTICLE I NAME AND OFFICE

Section 1. Name. The name of the organization is ACLU Nebraska (the "Corporation"). The Corporation is incorporated under the Nebraska Nonprofit Corporation Act, codified at Neb. Rev. Stat. §§ 21-1901 to 21-19,177, as amended from time to time and any successor statute or subsequent codification or recodification of the same (the "Act").

Section 2. Registered Office. The registered office of the Corporation shall be determined by the Board of Directors, from time to time.

Section 3. Purposes. The purpose of the Corporation is to further the objectives of the national American Civil Liberties Union and to advance the cause of civil liberties in the States of Nebraska, including those rights secured by the Constitution of the United States and the State of Nebraska, and to promote the observance of the rights of free speech, free press, free assemblage, equality before the law, and other civil liberties, and to take all legitimate action in the furtherance and defense of such purposes. The Corporation's purposes shall be sought wholly without political partisanship.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on March 31 of each year.

ARTICLE II MEMBERS

Section 1. Membership. Membership in the Corporation shall consist of all members of the national American Civil Liberties Union residing within the State of Nebraska.

Section 2. Dues. The Board may establish such other criteria for membership such as a schedule of dues as it deems appropriate, consistent with the policies of the national American Civil Liberties Union.

Section 3. Classes of Membership. The Corporation shall have one class of Members.

Section 4. Annual Meetings. An annual meeting of the Members shall be held in such place and on such date as shall be determined by the Board of Directors. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation and the Members may consider and act upon such other matters as may be raised consistent with the notice requirements set forth in these Bylaws and the Act.

Section 5. Special Meetings. Special meetings of the Members may be called by resolution of the Board of Directors, the request of the Executive Committee, or at the request of

five percent (5%) of the Members eligible to vote. Should a request be made by five percent (5%) of the Members eligible to vote, the Secretary shall certify the request and the voting eligibility of such requesting Members prior to the call of the meeting. The Board of Directors shall fix the time and place for such special meetings.

Section 6. Notice. Notice of any meeting shall be given at least ten (10) and no more than sixty (60) calendar days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Member at the Member'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 electronic mail, such notice shall be deemed given when sent. Notice of an annual meeting shall include a description of any matter that must be approved by the members as set forth under Section 21-1955(c)(2) of the Act. Notice of special meetings shall specify the purpose for which the meeting is called and no business shall be taken except the matters set forth in such notice.

Section 7. Waiver. Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member 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 8. Quorum. The number of Members eligible to vote who are actually represented in person or by proxy or by ballot at a meeting or vote by written or electronic ballot (with no minimum percentage participation required), shall constitute a quorum for such meeting or ballot vote. Unless one-third (1/3) or more of the Members eligible to vote are present in person or by proxy, the only matters that may be voted upon at a meeting of Members are those matters described in the meeting notice.

Section 9. Meeting by Remote Communication. Members may participate in a regular or special meeting of the Members or conduct the meeting through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting. A Member may vote while participating by remote communication by submitting their vote electronically during the time at which votes are being collected.

Section 10. Manner of Acting at Member Meeting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Members present at a meeting at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board sixty (60) days before the date of the meeting.

Section 11. Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, Director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting

meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 12. Action Without a Meeting by Written Ballot. Any action required or permitted to be taken by the members at a meeting may be taken without a meeting by written ballot pursuant to the provisions of Section 21-1958 of the Act. Such ballots shall set forth each proposed action and provide an opportunity to vote for or against such proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of Directors, (3) specify the time by which a ballot must be received by the Corporation in order to be counted, and (4) may not be revoked. Such ballots may be delivered and cast by electronic means.

Section 13. Actions Requiring Vote of Members. In addition to the election of the Board of Directors in accordance with Article III and any other action requiring Member approval under the Act, the following actions may not be taken without the approval of the Members:

- (a) Any amendment of the Articles of Incorporation in accordance with Section 21-19,107 of the Act;
- (b) Any amendment to these Bylaws, in accordance with Article X;
- (c) Approval of a plan of merger, in accordance with Section 21-19,121 of the Act;
- (d) The sale, lease, exchange or other disposal of all or substantially all of the property of the Corporation, in accordance with Section 21-19,126 of the Act; and
- (e) Voluntary dissolution of the Corporation, in accordance with Section 21-19,130 of the Act.

ARTICLE III 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 not less than twelve (12) and no more than eighteen (18), as determined by resolution of the Board of Directors from time to time. All of the Directors shall be Members of the Corporation.

Section 3. Classes. The Board of Directors shall be and is divided into three classes – Class I, Class II, and Class III, with each Class as nearly equal in number as possible as may be to serve staggered three-year terms. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 4. Election and Term of Office. The Board of Directors shall be elected by the Members via voting ballots on an annual basis. Such election shall occur in April of each year in accordance with the timeline provided in Section 5 of Article III, unless another date is determined by resolution of the Board of Directors and reasonable notice of such alternative date is delivered to the Members. Each ballot may be delivered and a vote may be cast on that ballot by electronic transmission. Each Director shall serve for a term of three (3) years, provided, however, that the term of each Director shall continue until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may serve a maximum of three (3) consecutive three-year terms. A Director who completes an unexpired term is eligible for election for three (3) consecutive full terms. A former Director who has served the maximum number of terms is eligible for election after a one-year period of absence from the Board.

Section 5. Nominating Process. The Nominating Committee shall submit to the Board of Directors a list of candidates to be elected to the applicable Class of Directors at least fifteen (15) calendar days preceding the date the ballots are delivered to Members (by March 20 if the delivery date is April 4), with the size of the Class determined pursuant to Section 3 of Article III. Subject to approval of the Board, the Secretary will include such list of candidates on the voting ballots to be delivered pursuant to Section 4 of Article III. Nominations may also be submitted by petition of at least 2.5 percent of the Members delivered in writing no later than fifteen (15) calendar days preceding the date the ballots are delivered to Members. Unless an alternative date is determined by resolution of the Board, the Secretary shall send to all Members eligible to vote notice of the annual election and ballots by April 4 of each year, and ballots must be post-marked or electronically submitted by April 18 to be valid. The persons receiving the most votes (up to the number of seats in the applicable Class) shall be deemed to have been elected to the Board.

Section 6. Annual Meetings. The Board of Directors shall hold its annual meeting immediately following the annual meeting of the members at the same place as the annual meeting of the members.

Section 7. Regular Meetings. Regular meetings shall be held at least four (4) times per calendar year, with the time and place fixed by resolution of the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or by twenty percent (20%) of the directors then in office. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 9. Notice. Notice of any special meeting of the Directors shall be given at least five (5) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at such 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 10. Quorum. No less than one-half of the Directors (in office immediately before the meeting begins) 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 11. Meetings by Remote Communication. Directors may participate in an annual, 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 12. 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 13. Resignation and Removal. A director may resign at any time by delivering written notice to the Board, the President, or the Secretary. The resignation is effective when the notice is effective unless the notice specifies a later effective date. Any Director or the entire Board of Directors may be removed from office: (a) with or without cause by the Members by a majority of votes cast at a Member meeting called for the purpose of removal, or (b) by the affirmative vote of a majority of the Board of Directors then in office in the event a Director has three (3) or more unexcused absences from regularly scheduled Board meetings.

Section 14. 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, after consultation with the Nominating Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and shall serve until the next annual meeting of the Members or until such director's successor is elected or appointed and qualified. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors at a regular meeting or at a special meeting called for that purpose.

Section 15. 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 16. 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 IV OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Equity & Inclusion Officer, and National ACLU Representative, 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.

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 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 herein provided.

Section 3. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer of the Corporation, and at any meeting may accept the resignation of any officer of the Corporation.

Section 4. Vacancies. Any vacancies occurring in any officer position by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term of the Board of Directors at a regular meeting or a special meeting called for such purpose, but such vacancies need not be filled until the 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 5. President. The President shall preside at meetings of the Board of Directors. 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 them by these Bylaws or the Board of Directors. The President may not serve more than three (3) consecutive one-year terms.

Section 6. First Vice President. The First Vice President shall preside at meetings of the Board of Directors in the President's absence. The First 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 7. Second Vice President. The Second Vice President shall preside at meetings of the Board of Directors in the President's and First Vice President's absence. The Second Vice President shall do and perform such other duties and responsibilities as are usually incident to the First Vice President's office when the First Vice 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 8. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' and Members' meetings and give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws. 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.

Section 9. Treasurer. The Treasurer shall provide general oversight of finances of the Corporation, provide appropriate periodic reports to the Board and Executive Committee, assist with the preparation of reports and the annual budget, and serve on the Fiscal Committee. 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.

Section 10. Equity & Inclusion Officer. The Equity & Inclusion Officer shall have such duties and responsibilities and may exercise such other powers as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 11. National ACLU Representative. The National ACLU Representative shall have such duties and responsibilities and may exercise such other powers as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

ARTICLE V COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors shall have full power to constitute 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 each Committee of the Board of Directors shall include two (2) or more Directors, who shall 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.

Section 2. Executive Committee. The Executive Committee of the Board shall consist of the Officers of the Corporation. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may exercise the authority of the Board in between meetings of the Board of Directors, provided that the Executive Committee shall not act on any matter as to which the full Board has reserved authority. Meetings of the Executive Committee shall be held between each regular meeting of the Board and shall be open to all Directors. Minutes of such meetings shall be circulated to the Board of Directors within a reasonable time of such meeting.

Section 3. Fiscal Committee. The Fiscal Committee shall consist of at least two (2) members of the Board of Directors. The Treasurer shall automatically be appointed to the Fiscal Committee. The Fiscal Committee shall assist the Executive Director in preparation of the annual budget, monitor fiscal activities, and serve as a resource to the Board of Directors for long-term fiscal planning.

Section 4. Nominating Committee. The President shall appoint, and the Board of Directors shall approve, at least five (5) persons to serve on the Nominating Committee, at least two (2) of whom shall be members of the Board of Directors. Members of the Nominating Committee shall serve for a term of one (1) year.

ARTICLE VI PERSONNEL

Section 1. Executive Director. The Board may hire or remove an Executive Director, who shall perform such responsibilities as specified by the Board of Directors. The Executive Director is responsible for hiring or removing all other employees.

Section 2. 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 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 and in accordance with any then-current investment policy adopted by 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 VIII 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 VIII 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 VIII 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 IX ELECTRONIC COMMUNICATION

To the maximum extent permissible under applicable law, all communications, approvals, signatures, and other acts involving the Members, 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.

**ARTICLE X
AMENDMENT OF BYLAWS**

Unless otherwise provided in the Articles or under the Act, these Bylaws may be amended by a majority vote of the Board and the approval of the Members in accordance with Section 21-19,114 of the Act, provided, however, that amendments to Section 3 of Article I are subject to approval of the national office of the American Civil Liberties Union.

The undersigned hereby certifies that the above and foregoing Amended and Restated Bylaws were adopted by a majority vote of the Board and by the Members by written or electronic ballot in accordance with Section 21-1958 of the Act.

Dated _____, 2019.

_____, Secretary