

STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE

1445 "K" ST. • STATE CAPITOL SUITE 1301 • LINCOLN, NE • 68509

BUSINESS SERVICES DIVISION

Corporations

P.O. BOX 94608
(402) 471-4079

Uniform Commercial Code

P.O. BOX 95104
(402) 471-4080

Notary

P.O. BOX 95104
(402) 471-2558

JOHN A. GALE

Secretary of State

ANN HINKLE

Deputy for Business Services
& Technology

KEATING, O'GARA, NEDVED & PETER, P.C., L.L.O.
SUITE 100
530 SOUTH 13TH STREET
LINCOLN, NE 68508

April 1, 2016

ACKNOWLEDGEMENT OF FILING

The document(s) listed below were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

Please remember it is your responsibility to notify the Secretary of State's office of any change(s) in the information you filed.

ACKNOWLEDGEMENT OF FILING FEES RECEIVED

Action/Service	Company/Entity Name	Fee Received
Amendment	WILLARD COMMUNITY CENTER, A CORPORATION	5.00
Per Page Charge	WILLARD COMMUNITY CENTER, A CORPORATION	25.00
	Total Fees Received	\$30.00

Matthew Schur
Filing Officer

**RESTATED ARTICLES OF INCORPORATION
OF WILLARD COMMUNITY CENTER, A CORPORATION
A NEBRASKA NON-PROFIT CORPORATION**

Pursuant to the provisions of Section 21-19,110 of the Nebraska Nonprofit Corporation Act, the Articles of Incorporation of Willard Community Center, a Corporation ("Corporation") are restated as follows:

ARTICLE I - NAME

Section 1 - The name of the Corporation shall be Willard Community Center, a Corporation.

ARTICLE II - DURATION

Section 1 - The period of the Corporation's existence is perpetual.

**ARTICLE III - REGISTERED OFFICE
AND REGISTERED AGENT**

Section 1 - Initial and Original Registered Agent and Registered Office. The place in this state where the principal office of the Corporation is to be located is the City of Lincoln, Lancaster County, Nebraska. The street address of the initial and original registered office of the Corporation is 525 Stuart Building, Lincoln, Lancaster County, Nebraska, 68508, and the name of its initial and original registered agent at such address is J. Michael Rierden.

Section 2 - Current Registered Agent and Registered Office. The place in this state where the principal office of the Corporation is to be located is the City of Lincoln, Lancaster County, Nebraska. The street address of the current registered office of the Corporation is 530 S. 13th St., Ste. 100, Lincoln, Lancaster County, Nebraska, 68508, and the name of its current registered agent at such address is Paul J. Peter.

ARTICLE IV - PURPOSE

Section 1 - This Corporation is organized exclusively for public benefit under Nebraska State Non-Profit Corporation Laws. The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3), *et seq.* of the Internal Revenue Code of 1986 or the corresponding provision of any future United States law ("Code"). Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3), *et seq.* of the Code.

Section 2 - This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. No individual shall have any right, title, or interest in or to any property of the Corporation. No part of the income or assets of this Corporation shall inure to the benefit of any private individual. This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

Section 3 - Notwithstanding Sections 1 and 2 of this Article, the specific purposes for which this Corporation is organized includes, but is not limited to: operate for social, recreational or educational purposes and other community related activities through programming conducted by the professional staff under the direction of the Board of Directors of the Corporation for the benefit of the citizens of Lancaster County and more specifically for the residents of the West "A" area. In addition, the Corporation may transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, to the extent such business furthers the exempt purpose of the Corporation set forth above and as may otherwise be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE V - MEMBERS

Section 1 - The Corporation shall not have members.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - The business, property, and affairs of the Corporation shall be managed by a board of directors. The Corporation shall have a board of directors consisting of no less than three (3) and no more than twenty (20) directors, exclusive of any officers of the Corporation who may be ex-officio members of the board of directors. Nomination, appointment and election of directors shall be made pursuant to and in the manner specified in the bylaws of the Corporation.

ARTICLE VII - BYLAWS

Section 1 - The board of directors shall adopt bylaws regulating the affairs of the Corporation and prescribing the duties of the directors, officers and executive director of the Corporation. The bylaws shall not be inconsistent with these Restated Articles of Incorporation.

ARTICLE VIII - AMENDMENTS

Section 1 - An amendment to these Restated Articles of Incorporation, to be adopted, must meet all of the provisions of this Article.

Section 2 - Any director may propose an amendment. Any party proposing an amendment may condition the adoption on the receipt of a higher percentage of affirmative votes for approval than required by this Article.

Section 3 - The proposed amendment must be approved by a two-thirds (2/3) vote of the directors then holding office immediately prior to the meeting.

Section 4 - If the board of directors intend to vote on a proposed amendment at a meeting a written copy of the proposed amendment shall have been mailed to each director at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon. The notice required by this Section may be waived by the unanimous written consent of the board of directors.

Section 5 - If the board of directors seeks approval by written consent or written ballot a copy of the amendment or summary shall accompany the solicitation.

ARTICLE IX - DISSOLUTION

Section 1 - The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, trustee, member or officer of this Corporation, or to any private person.

Section 2 - Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which it was established and in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, so long as the same are organized and operated exclusively for such purposes.

ARTICLE X - INCORPORATORS

Section 1 - The names of the Corporation's original incorporators:

J. Michael Rierden
525 Stuart Building
Lincoln, NE 68508

Joan Journey
1721 Southwest 8th Street
Lincoln, NE 68522

ARTICLE XI - TYPE OF CORPORATION

The Corporation shall be a public benefit corporation and is classified as a public charity organization under Sections 501(c)(3) and 170(c)(2) of the Code.

**ARTICLE XII - LIMITATION OF LIABILITY
AND INDEMNIFICATION**

The officers and directors of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or other liabilities. A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, if any; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived any improper personal benefit. If the Nebraska Nonprofit Corporation Act or any such legislation is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such law as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation shall indemnify the officers and directors in accordance with Sections 21-1997 and 1998 of the Nebraska Nonprofit Corporation Act, as amended, to the extent such provisions apply.

ARTICLE XIII - ADOPTION OF AMENDMENT

The foregoing Restated Articles of Incorporation were unanimously adopted at a meeting of the Board of Directors of the Corporation duly called and held on March 28, 2016.

Dated this 28th day of March, 2016.

WILLARD COMMUNITY CENTER, A
CORPORATION

By: Irene S. Williams
Irene Williams, Chair

ATTEST:

By: Kassandra Knudson
Printed Name: Kassandra Knudson
Title: Vice Chair

CERTIFICATION


**Restated Articles of Incorporation of
Willard Community Center, a Corporation**

Willard Community Center, a Corporation, a Nebraska nonprofit corporation (the "Corporation") hereby submits the following Certification in conformity with the terms of Section 21-19,110 of the Nebraska Nonprofit Corporation Act, as amended:

- (a) The name of the Corporation is as that identified within the Restated Articles of Incorporation (the "Restatement"). The Restatement represents the entire restated text of the Corporation's Articles of Incorporation.
- (b) The Restatement contains revisions and amendments to the Articles which do not require approval by any person or persons other than members of the Board of Directors of the Corporation.
- (c) The Restatement was adopted unanimously by the Board of Directors on March 28, 2016. The number of votes cast for approval of the Restatement were sufficient under the Corporation's governing instruments and Nebraska law to approve the Restated Articles of Incorporation.

The duly adopted Restated Articles of Incorporation shall supersede the original instrument and all amendments thereto.

Dated this 28th day of March, 2016.



Irene Williams, Chair

ATTEST:



Printed Name: Cassandra Knudson

Title: Vice Chair

LAW OFFICES OF
KEATING, O'GARA, NEDVED & PETER, P.C., L.L.O.

GARY J. NEDVED
PAUL J. PETER
ANNE E. WINNER
JEFFERSON DOWNING
GARY L. YOUNG
JOEL D. NELSON
JOEL BACON
THOMAS P. McCARTY
TARA L. GARDNER

530 SOUTH 13th STREET, SUITE 100
LINCOLN, NEBRASKA 68508-2795

Telephone (402) 475-8230
Toll Free (888) 234-0621
Fax (402) 475-8328
www.keatinglaw.com

OF COUNSEL:
CON M. KEATING
DONALD R. STADING

RETIRED:
ROBERT M. O'GARA

April 4, 2016

The Voice News
108 Locust Street
Hickman, NE 68372

RE: Notice of Filing of Restatement of Articles
Willard Community Center

Please publish the enclosed Notice once each week for three successive weeks, file proofs in the Office of the Secretary of State, and then forward two duplicate proofs together with a statement for your fees to the undersigned upon completion of publication.

Very truly yours,

Paul J. Peter
For the Firm
pjpeter@keatinglaw.com

PJP:nt
Enclosure

**NOTICE OF RESTATEMENT TO
ARTICLES OF INCORPORATION OF
WILLARD COMMUNITY CENTER**

Notice is hereby given of the filing of the Restated Articles of Incorporation of Willard Community Center.

The Restated Articles of Incorporation confirm and ratify its organization and existence as a public benefit corporation and classification as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation maintains all powers conferred by the laws of the State of Nebraska upon corporations formed under the Nebraska Nonprofit Corporation Act, and which are not inconsistent with or impermissible under Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code, as amended.

WILLARD COMMUNITY CENTER, A Nebraska
Nonprofit Corporation

KEATING, O'GARA, NEDVED & PETER, P.C.
A Limited Liability Organization
530 South 13th St.; Suite 100
Lincoln, NE 68508
Phone: (402) 475-8230
FAX: (402) 475-8328

INVOICE - AFFIDAVIT OF PUBLICATION

VOICE NEWS

PO Box 148
Hickman, NE 68372-0148
(402) 792-2255

INVOICE #	165559	DUE DATE	5/14/2016
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THE STATE OF NEBRASKA }
County of Lancaster } ss. Darren P. Ivy, being duly sworn,
says that he is the publisher of

VOICE NEWS

News of Western Otoe, Western Johnson,

Northern Gage, Western Cass & Lancaster Counties,
a legal newspaper which is published and is in general circu-
lation in Lancaster, Gage, Johnson, Otoe and Cass Counties,
Nebraska, and is printed in the English Language weekly at its
office in Hickman, Nebraska; that said newspaper has been
so published for more than fifty-two successive weeks prior
to the publication of the annexed notice, and has a bona fide
circulation of more than three hundred copies each issue.
That to affiant's personal knowledge, the annexed notice was
published in said newspaper:

BILL TO
Keating, O'Gara, Nedved, & Peter, P.C. A Limited Liability Organization 530 South 13th Street, Suite 100 Lincoln, NE 68508

3	Successive Week(s)
Beginning with the issue of:	4/14/2016
and ending with the issue of:	4/28/2016
Publisher's fee at Legal Rate is:	\$65.92

NOTICE OF RESTATEMENT TO ARTICLES OF INCORPORATION OF WILLARD COMMUNITY CENTER

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& PETER, P.C.
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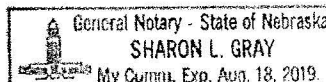
April 14, 21, & 28 - 34 lns

Darren P. Ivy, Publisher

Summary Information	Weekly Cost
Notice of Restatement of Articles of Incorporation - Willard Community Center - April 14	16.69
Notice of Restatement of Articles of Incorporation - Willard Community Center - April 21, 28	29.23
Secretary of State Filing fee for Nonprofit Corporation # 0542083	20.00
Nebraska State Sales Tax	0.00

Subscribed and sworn before me, this 28th day of April, 2016

Notary Public



VOICE NEWS

PO Box 148
 Hickman, NE 68372-0148
 (402) 792-2255

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 office in Hickman, Nebraska; that said newspaper has been
 so published for more than fifty-two successive weeks prior
 to the publication of the annexed notice, and has a bona fide
 circulation of more than three hundred copies each issue.
 That to affiant's personal knowledge, the annexed notice was
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 or impermissible under Sections 501(c)(3)
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 as amended.

WILLARD COMMUNITY CENTER
 A Nebraska Nonprofit Corporation

KEATING, O'GARA, NEDVED
 & PETER, P.C.
 A Limited Liability Organization
 530 South 13th St.; Suite 100
 Lincoln, NE 68508
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April 14, 21, & 28 - 34 Ins

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Subscribed and sworn before me, this _____ day
 of _____

20_____

Notary Public

16P-206

This is your proof of publication after the first run and the amount owed for all publication dates and filing fees. Please submit pay-
 ment ASAP. Affidavits will be filed with the courts and/or Secretary of State once paid. You will also be furnished a signed affidavit
 in the mail following the final run in the Voice News, as long as amount is paid in full. Credit cards are accepted.

THE STATE OF NEBRASKA
County of Lancaster

} ss. Darren P. Ivy, being duly sworn,
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published in said newspaper:

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under the Nebraska Nonprofit Corporation
Act, and which are not inconsistent with
or impermissible under Sections 501(c)(3)
or 170(c)(2) of the Internal Revenue Code,
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WILLARD COMMUNITY CENTER
A Nebraska Nonprofit Corporation

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_____, 20____

Notary Public

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in the mail following the final run in the Voice News, as long as amount is paid in full. Credit cards are accepted.

**AMENDED AND RESTATED BYLAWS OF
WILLARD COMMUNITY CENTER, A CORPORATION
A NEBRASKA NON-PROFIT CORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of the corporation shall be Willard Community Center, a Corporation, a Nebraska non-profit public benefit corporation (hereinafter "the corporation"). The business of the corporation may be conducted as Willard Community Center.

**ARTICLE II
PURPOSES AND POWERS**

2.01 Purpose

The corporation is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) *et seq.* of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code (collectively the "Code").

The specific purposes for which the corporation is organized includes, but is not limited to: operate for social, recreational or educational purposes and other community related activities through programming conducted by the professional staff under the direction of the board of directors of the corporation for the benefit of the citizens of Lancaster County and more specifically for the residents of the West "A" area.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The corporation is a Nebraska non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) *et seq.* of the Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall

inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Restated Articles of Incorporation and these Bylaws.

(c) Distribution upon Dissolution. Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed (i) for such purposes and in such manner as shall at that time qualify under Section 501(c)(3) of the Code as determined by the board of directors, or (ii) to one or more qualifying organizations described in Section 501(c)(3) of the Code, so long as such organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. In the event option (ii) is chosen, the organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the board of directors of the corporation. If the directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction. The petition shall be filed by one or more of the corporation's directors or other interested person(s) having standing to file such petition. The petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Nebraska.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to the corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Nebraska to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 No Membership

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

The corporation shall have a board of directors consisting of at least 3 and no more than 20 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the corporation shall be managed under the direction of the board, except as otherwise provided by law. The business, property, and affairs of the corporation shall be managed by a board of directors, which shall have the power to: have custody and management of the land, buildings, equipment,

securities, and all other properties of the corporation; adopt the annual budget of the corporation; borrow money; raise and disburse funds; invest and reinvest funds of the corporation; sell, buy, and exchange properties and securities of the corporation; make contracts; appoint the executive director and appoint, or delegate the power to appoint, other employees of the corporation; perform all other duties and have such other powers as may be necessary to carry out the purpose of the corporation.

4.03 Terms

- (a) All new directors shall initially be elected to serve a one year term. Each successive election of a director shall be for a three year term, however a term may be extended until a successor has been elected.
- (b) Director terms are not required to be staggered, however, the board of directors should make efforts to ensure that a minimum of three directors are not at the end of their term.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin May 1 and end April 30 of the first year in office (for initial terms) or the third year (for successive terms), unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 19 years of age. Directors may be elected at any board meeting by a two-third majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in April of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

4.06 Removal of Directors

- (a) Removal for Absence. A director may be removed by a majority vote of the board of directors then in office, if the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board chair is empowered to excuse directors from attendance for a reason deemed adequate by the board chair. The chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice-chair shall excuse the chair.
- (b) Removal With or Without Cause. A director may be removed by two-thirds (2/3) vote of the board of directors then in office, if for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given seven (7) days electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

(c) Notice. Any action to remove a director shall meet the notice requirements of a special meeting under Section 4.07(c) of these Bylaws.

4.07 Board of Directors Meetings.

(a) Annual Meeting. The annual meeting of the Board of Directors of the corporation shall be held in April of each year, at a time and place to be fixed by the Chair, for the purpose of receiving reports of officers, committees and the executive director; to elect members of the board of directors and to act on any other matters that may properly come before the annual meeting. Notices of such meeting shall be provided by the secretary to the directors of the corporation at least ten (10) days before the date of the meeting or if notice is mailed by other than first-class or registered mail thirty (30) days before the date of the meeting.

(b) Regular Meetings. Regular meetings may be held at the discretion of the board of directors. The board of directors should have a minimum of one (1) regular meetings each month at times and places fixed by the board of directors. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. Unless otherwise required by these Bylaws, the purpose of the meeting need not be specified.

(c) Special Meetings. Special meetings of the board may be called by the chair, vice-chair, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least seven (7) days' notice to each director of the date, time, place, and purpose of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Nebraska law.

4.08 Manner of Acting.

(a) Quorum. One-third (1/3), but no less than two (2), of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law, the Restated Articles of Incorporation, or these Bylaws, 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.

(d) Participation. Except as required otherwise by law, the Restated Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address

on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email and other electronic means to approve actions, so long as a quorum of board members gives consent and all directors are able to view and participate in the same conversation.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law. Compensation for professional services shall be negotiated at arms-length and each conflicted director shall recuse themselves from any vote regarding such agreement.

ARTICLE V **COMMITTEES**

5.01 Standing Committees

(a) Executive Committee. The executive committee deals with the following: evaluating executive director, evaluating policies as needed as well as reviewing and proposing amendments to the by-laws. The full board shall always approve and ratify, by vote, decisions made by the executive committee. The executive committee shall consist of the chair, vice-chair, secretary, and treasurer of the board of directors. Their duties shall be to administer the affairs of the corporation in the intervals between the board of directors meetings.

(b) Finance and Audit Committee. The finance and audit committee shall review the budget prepared by the executive director for the fiscal year. The treasurer shall be a member of this committee. The committee shall be responsible for oversight and review of the audit of the finances of the corporation made annually by a certified public accountant at the end of each calendar year.

(c) Personnel Committee. The personnel committee shall be responsible for the review of staff and personnel policy annually or as needed.

5.02 Special Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more special committees, each consisting of two or more directors, to serve at the pleasure of the board of directors.

5.03 Committee Members

All standing and special committees of the Corporation and their chairman (exclusive of the executive committee) shall be appointed by the chair of the board of directors with the approval of the board of directors and shall report as requested.

5.04 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. The chairman of each committee shall report to the board of directors the activities of the committee at the next scheduled board of directors meeting. The secretary shall document or cause to be documented the reports of the chairman in the meeting minutes. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE VI **OFFICERS**

6.01 Board Officers

The officers of the corporation shall be a board chair, vice-chair, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than six (6) consecutive terms of office. Unless unanimously elected by the board at the end of his/her six (6) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected. Unless otherwise necessary, election of officers shall be elected at the annual meeting in April of each year.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause by a two-third (2/3) vote of the directors then in office. Any officer may resign at any time by giving written notice to the

corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chair

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. The chair shall normally hold the office of board chair for six (6) consecutive terms of office.

6.05 Vice-Chair

In the absence or disability of the board chair, the vice-chair designated by the board of directors shall perform the duties of the board chair. When so acting, the vice-chair shall have all the powers of and be subject to all the restrictions upon the board chair. The vice-chair shall have such other powers and perform such other duties prescribed for them by the board of directors or the board chair. The vice-chair shall normally accede to the office of board chair upon the completion of the board chair's terms of office. The vice-chair shall automatically assume the chair whenever the office of chair is vacant.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board chair. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Ex-Officio Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation. The board of directors, by resolution, may delegate the authority of the board to ex-officio officers. The board may adopt policies providing for reasonable compensation and reimbursement of ex-officio officers for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

ARTICLE VII **EXECUTIVE DIRECTOR**

7.01 Executive Director

The board of directors shall employ an executive director who shall be responsible for the administration of the daily affairs and operations of the corporation as defined in the job description in the personnel policies and in accordance shall perform such duties as the board of directors may delegate. The executive director will be the principal agent of the corporation and will in general supervise and control all of the business and affairs of the corporation. He/She may sign, 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 is 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 he/she will perform all duties incident to the office of executive director and such other duties as may be prescribed by the board of directors from time to time.

7.02 Affirmative Duties

The executive director serves under the direction of the board of directors. The executive director shall employ staff within the board of directors approved budget. The executive director will administer resources of the corporation as directed by the board of directors. The executive director shall submit a monthly report as well as an annual report to the board of directors. The chair and the executive director shall set the agenda for each scheduled board of directors meeting.

7.03 Spending

The executive director is hereby granted the power, in his/her sole discretion, to exercise the board of director's authority to transact any business not exceeding two-thousand dollars (\$2,000.00) in any given transaction, which in no event will exceed more than eight-thousand dollars (\$8,000.00) in total value of multiple transactions in a given fiscal year. The executive director, with written approval by two directors, is hereby granted the board of director's authority to transact any business not exceeding five-thousand dollars (\$5,000.00) in any given transaction. Notwithstanding the aforementioned, the executive director is expected to make all decisions within the confines and spirit of the Restated Articles of Incorporation and the Bylaws.

7.04 Spending Reports

The executive director shall report any unknown, unforeseen, and/or unexpected expenditures, in excess of one-thousand dollars (\$1,000.00), to the board of directors at the next scheduled board of directors meeting. All expenditures in excess of two-thousand dollars (\$2,000.00) shall be reported, by the executive director, to the board of directors at the next scheduled board of directors meeting.

ARTICLE VIII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

8.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

8.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

8.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. 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, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she

is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Nebraska Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

The terms of indemnification contained in this Section 8.05 shall in no event expand or contract upon the rights of indemnification set out in the corporation's Articles of Incorporation. To the extent any term or condition of this section should conflict with a term or condition of indemnification in the Articles of Incorporation, the indemnification provisions of the Articles of Incorporation shall govern.

ARTICLE IX

REQUIRED POLICIES

9.01 Document Retention Policy

The board of directors shall adopt, maintain, and periodically review a policy regarding the retention of records which is compliant with federal, state, and local laws, rules, and regulations.

9.02 Conflict of Interest Policy

The board shall adopt, maintain, and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

9.03 Non-discrimination Policy

The board of directors shall adopt, maintain, and periodically review a non-discrimination policy which is compliant with federal, state, and local laws, rules, and regulations.

9.04 Ethics and Whistleblower Policy

The board of directors shall adopt, maintain, and periodically review a policy encouraging directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities.

9.05 Personnel Policies

The board of directors shall adopt, maintain, and periodically review policies guiding the employment practices of the corporation.

ARTICLE X
MISCELLANEOUS

10.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

10.03 Severability

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

ARTICLE XI
AMENDMENT OF BYLAWS

11.01 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) *et seq.* of the Code, or the corresponding section of any future Federal tax code;
- (b) that all amendments be consistent with the Articles of Incorporation; and,
- (c) although the number, qualifications, terms, and duties of the directors may be changed from time to time by amendment to these bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

11.02 Amendment

Any amendment to these Bylaws may be adopted by approval of two-thirds (2/3) majority of the board of directors then holding office.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

I do hereby certify that the above Amended and Restated Bylaws of Willard Community Center were approved by the Willard Community Center's board of directors on March 28, 2016 and constitute a complete copy of the Bylaws of the corporation.

Irene G. Williams

Irene G. Williams, Chair

**CONSENT TO ACTION AND WAIVER OF NOTICE
OF WILLARD COMMUNITY CENTER, A CORPORATION
A NEBRASKA NON-PROFIT CORPORATION**

The undersigned, being all of the directors of Willard Community Center, a corporation (hereinafter the "Corporation"), a Nebraska non-profit corporation, unanimously consent to and do hereby adopt the following resolutions.

RECITALS:

WHEREAS, the board of directors desires to amend, pursuant to Neb. Rev. Stat. §§ 21-19,105 & 19,106, and restate, pursuant to Neb. Rev. Stat. § 21-19,110, the Corporation's Articles of Incorporation.

WHEREAS, the board of directors desires to amend and restate the Corporation's Bylaws pursuant to Neb. Rev. Stat. § 21-19,113 and Article IX of the Bylaws.

WHEREAS, the board of directors desires to change the registered agent and registered office of the corporation pursuant to Neb. Rev. Stat. § 21-1935.

WITNESSETH:

NOW THEREFORE, consistent with the above Recitals, which are hereby incorporated in this Resolution by this reference, the board of directors unanimously consents to the following:

RESOLVED, the board of directors hereby adopts the Restated Articles of Incorporation dated the 28th day of March, 2016 in accordance with the then existing bylaws, Articles of Incorporation, and Nebraska statute. The board of directors hereby authorizes its Chair, Irene G. Williams, to execute and file the Restated Articles of Incorporation with amendments.

RESOLVED FURTHER, the board of directors hereby authorizes its Chair, Irene G. Williams, to execute and file the Certification of the Restated Articles of Incorporation.

RESOLVED FURTHER, the board of directors hereby adopts the Amended and Restated Bylaws dated the 28th day of March, 2016 in accordance with the then existing bylaws, Articles of Incorporation, and Nebraska statute. The board of directors hereby authorizes its Chair, Irene G. Williams, to execute the Amended and Restated Bylaws.

RESOLVED FURTHER, the board of directors hereby appoints Mr. Paul J. Peter as the registered agent and 530 S. 13th St., Ste. 100, Lincoln, NE 68508 as the registered office. The board of directors hereby authorizes its Chair, Irene G. Williams, to execute and file a Domestic Change of Registered Agent and/or Office.

WAIVER OF NOTICE

IN WITNESS WHEREOF, the undersigned, being all of the directors of Willard Community

Center, a corporation hereby waive call and notice of meeting, and ratify, approve and adopt all actions taken as reflected in the foregoing declarations. The foregoing Restated Articles of Incorporation, Certificate of Restatement, and Amended and Restated Bylaws and these Declarations are our act and deed, joint and severally.

Executed on this ___ day of March, 2016
at Lincoln, Lancaster County, Nebraska

We, and each of us, declare that the foregoing is true and correct.



Irene G. Williams, Director



Kassandra LeBaron Knudson, Director

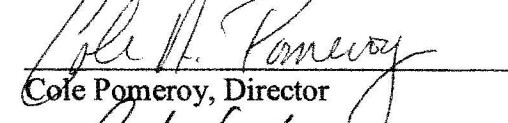
Casey Pflanz, Director



Justin Pflanz, Director



Mollie Mertens, Director



Cole Pomeroy, Director



Emily Martin, Director



Lyle Wheeler, Director

Center, a corporation hereby waive call and notice of meeting, and ratify, approve and adopt all actions taken as reflected in the foregoing declarations. The foregoing Restated Articles of Incorporation, Certificate of Restatement, and Amended and Restated Bylaws and these Declarations are our act and deed, joint and severally.

Executed on this 20th day of March, 2016
at Lincoln, Lancaster County, Nebraska
We, and each of us, declare that the foregoing is true and correct.

Irene G. Williams, Director

Kassandra LeBaron Knudson, Director



Casey Pflanz, Director

Mollie Mertens, Director

Justin Pflanz, Director

Cole Pomeroy, Director

Emily Martin, Director

Lyle Wheeler, Director