

BYLAWS OF OMAHA JITTERBUGS

ARTICLE I

Offices

The principal office of the Corporation is in the City of Omaha, County of Douglas, State of Nebraska. The Corporation may have such other office or offices, either within or without the State Nebraska, as the Board of Directors may from time to time designate or as the purposes of the Corporation may from time to time require.

ARTICLE II

Purposes

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE III

Board of Directors

Section 3.1 **General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by the Nebraska Nonprofit Corporation Law.

Section 3.2 **Number, Election and Term of Office.** The Corporation shall have not less than three (3) directors, which number may be altered from time to time by the amendment of these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The directors shall be elected by majority vote of the Directors then in office at the regular annual meeting of the Board of Directors. Each director, except in case of death, resignation, retirement, disqualification, or removal, shall serve for a term of one (1) year and thereafter until his successor shall have been elected and qualified.

Section 3.3 **Vacancies.** A vacancy occurring in the Board of Directors may be filled for the unexpired term by affirmative vote of a majority of all the directors remaining in office though less than a quorum of the Board of Directors.

Section 3.4 **Committees of the Board of Directors.** The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members an executive committee and one (1) or more other committees. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee.

Section 3.5 **Compensation.** No compensation shall be paid to members of the Board of Directors of the Corporation; however, such members of the Board of Directors shall be entitled to, and shall receive, reimbursement for all expenses incurred by each such member of the Board of Directors on behalf of the Corporation, if such reimbursement is approved by the Board of Directors or is paid pursuant to a policy adopted by the Board of Directors, which policy is consistently applied to all the members of the Board of Directors.

Section 3.6 **Resignation.** Any Director of the Corporation may, at any time, resign as such Director by giving notice of his resignation to the Board, the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV

Meetings of the Board of Directors

Section 4.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the call of the President of the Corporation. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings, including a substitute annual meeting, with notice to all members of the Board of Directors.

Section 4.2 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or in his absence by the Secretary of the Corporation, or by any two (2) Directors in office at that time.

Section 4.3 **Place of Meetings.** Directors may hold their meetings at any place as the Board of Directors may from time to time establish for regular meetings or as is set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

Section 4.4 **Notice of Meetings; Waiver.** Written notice of the date, time and place of all meetings of the Board of Directors, annual or special, shall be given by the Secretary of the Corporation to each Director. Such notice shall either be delivered personally or mailed to each Director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than 72 hours before said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. Whenever

any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver of notice of such meeting, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.5 **Quorum.** At meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum; provided, that in no event shall a quorum consist of less than one-half (1/2) of the Directors then in office.

Section 4.6 **Vote Required for Action.** Except as otherwise provided in this Section or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the entire Board of Directors. The requirements for adoption, amendment and repeal of a Bylaw are provided for in Article VIII of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.3 of these Bylaws.

Section 4.7 **Action by Directors Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all the Directors and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 4.8 **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation within forty-eight (48) hours of the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.9 **Officers of Meeting.** At any meeting of the Board of Directors, the presiding officer shall be the President, or in his absence a Vice President, or in the absence of or disability of these officers, the Directors present at the meeting shall appoint a President, who shall preside at such meeting. The Secretary of the Corporation, if present, shall act as Secretary of the meeting, or, if he shall not be present, any Assistant Secretary shall serve as Secretary of the meeting, but, in the absence of the Secretary and any Assistant Secretary, the presiding officer shall appoint a Secretary pro tem.

Section 4.10 **Order of Business.** The order of business at any regular meeting or at a special meeting of the Board of Directors so far as possible, shall be: reading and disposal of any unapproved minutes; report of officers and committees; election of officers; unfinished business; new business; and adjournment.

Section 4.11 **Rules of Order.** Except as otherwise provided in the Articles of Incorporation, the Nebraska Nonprofit Corporation Law, or these Bylaws, the latest edition of Robert's Rules of Order shall determine procedure in all meetings of the Board of Directors.

Section 4.12 **Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than the announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 4.13 **Telephonic Attendance.** The Board of Directors, or any individual member thereof, may participate in a meeting of the Board, or any committee designated by the Board, by means of conference by telephone or similar communications equipment provided that during the conduct of such meeting all persons participating therein can hear each other. Participation in a meeting pursuant to this section shall constitute a presence in person at such meeting.

ARTICLE V

Officers

Section 5.1 **Number.** The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation. Any two (2) or more offices may be held by the same person.

Section 5.2 **Election and Term of Office.** The Officers of the Corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for a term of one (1) year and until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 5.3 **Compensation.** No compensation shall be paid to the officers of the Corporation; however, such officers shall be entitled to, and shall receive, reimbursement for

all expenses incurred by each such officer on behalf of the Corporation if such reimbursement is approved by the Board of Directors or is paid pursuant to a policy adopted by the Board of Directors, which policy is consistently applied to all officers of the Corporation.

Section 5.4 **Removal.** Any officer or agent elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment shall not of itself create contract rights.

Section 5.5 **President's Duties.** The President shall:

(a) Be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation;

(b) When present, preside at all meetings of the Board of Directors;

(c) Sign individually or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

(d) In general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 **Vice-President's Duties.** The Vice-President shall:

(a) In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one (1) Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President;

(b) He shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.7 **Secretary's Duties.** The Secretary shall:

(a) Keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;

(d) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.8 Treasurer's Duties. The Treasurer shall:

(a) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine;

(b) Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws;

(c) In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5.9 Assistant Secretary and Assistant Treasurer Duties.

(a) The Assistant Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine;

(b) The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 5.10 Resignation. Any officer of the Corporation may, at any time, resign as such officer by giving notice of his resignation to the Board, the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.11 **Bonds.** The Board of Directors may by resolution require any or all of the officers, agents or employees of the Corporation to give bonds to the Corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 5.12 **Reimbursement by Officers.** Any payments made to an officer of the Corporation such as salary or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of each such amount disallowed.

ARTICLE VI

Contracts, Loans, Checks, Deposits and Gifts

Section 6.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 **Contracts Between Corporation and Related Persons.** Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which he or they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which he or they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Section 6.2 shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 6.3 **Loans.** No loans shall be considered on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its officers or Directors.

Section 6.4 **Checks and Drafts.** All checks, drafts, or other orders for the 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 of Directors.

Section 6.5 **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 depositories as the Board of Directors may select.

Section 6.6 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Board of Directors may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

ARTICLE VII

Miscellaneous

Section 7.1 **Fiscal Year.** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 7.2 **Seal.** The corporate seal, if any, shall be in such form as the Board of Directors may from time to time determine.

Section 7.3 **Gender Reference.** Feminine or neuter pronouns herein shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 7.4 **Dissolution.** If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with the Nebraska Nonprofit Corporation Law. In the event of dissolution of the Corporation, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for the purposes of the Corporation to such organization or organizations as the Board of Directors shall select, which shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto.

ARTICLE VIII

Amendments

Section 8.1 The Board of Directors shall have power to alter, amend or repeal these Bylaws or adopt new Bylaws.

ARTICLE IX

Indemnification

Section 9.1 The Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' 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 a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2 The Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for any negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which

such court shall deem proper. The Corporation, by action of its Board of Directors, may so indemnify employees and agents of the Corporation under the same circumstances.


Section 9.3 To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 9.1 and 9.2 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 9.4 Any indemnification under Sections 9.1 and 9.2 of this subdivision, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2 of 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, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.


Section 9.5 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 in the manner provided in Section 9.4 of this Article upon receipt of an undertaking by or on behalf of the Director or officer 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.

Section 9.6 Nothing contained in this Article shall limit the Corporation's ability to reimburse expenses incurred by a Director or officer of the Corporation in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

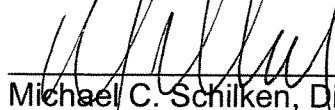
ADOPTED by the Board of Directors on the 12th day of July, 2002.



William J. Sobczyk, Director



Christine S. Vasiliauskas, Director



Michael C. Schilken, Director