

BYLAWS

for the

NEBRASKA FINANCIAL EDUCATION COALITION

An Affiliate of the National Jump\$tart Coalition

ARTICLE I - CORPORATE NAME AND OFFICES

Nebraska Financial Education Coalition (the Corporation) is a Nebraska nonprofit corporation. The Corporation has its principal office in Omaha, Nebraska. The Corporation may have such other offices within or outside the State of Nebraska as the Board of Directors may, from time to time, determine necessary or appropriate.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in the State of Nebraska a Registered Office, which may be, but need not be, the same as its principal office, and a Registered Agent, whose business office shall be identical with such Registered Office, as required by Section 21-1934 of the Nebraska Revised Statutes. The Board of Directors may change the Registered Office or change the Registered Agent, or both, upon filing in the office of the Nebraska Secretary of State a statement setting forth: (1) The name of the Corporation; (2) the street address of its current Registered Office; (3) if the Board of Directors has changed the street address of the Corporation's Registered Office, the street address of the new Registered Office; (4) the name of its current Registered Agent; (5) if the Board of Directors has changed the Corporation's Registered Agent, the name of its successor Registered Agent and the new Registered Agent's written consent (either on the statement or attached to it) to the appointment; (6) that the street address of its Registered Office and the street address of the office of its Registered Agent, as changed, will be identical; and (7) that the Board of Directors authorized such change and the date on which Board of Directors approved the resolution authorizing such change. The Corporation shall execute such statement by its President, Secretary or Treasurer and shall deliver such statement to the Nebraska Secretary of State.

ARTICLE III - PURPOSES

The purposes of the Corporation shall be, without limitation, to receive, administer, and expend funds exclusively for the following educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

- (a) To strengthen personal financial literacy for all Nebraskans;
- (b) To assist other charitable and educational organizations in the conduct of similar activities; and
- (c) To engage in any and all lawful activities incidental to the foregoing

purposes except as restricted herein.

In order to accomplish the foregoing educational purposes, and for no other purpose or purposes, the Corporation may do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

ARTICLE IV – MEMBERS

1. Membership. The Corporation shall have members, who shall be known as Partners.
2. Membership Procedure. Any individual or organization who shares the ideals and goals of the Corporation may apply to the Board of Directors of the Corporation to become a Partner. The primary purpose for the Corporation's existence is to provide individuals with resources to attain financial literacy. The Board of Directors will take this purpose into consideration when evaluating an application to become a Partner. An applicant who receives a majority vote of the Board of Directors shall become a Partner. Organizations that apply to become a Partner of the Corporation are encouraged to designate at least one individual as an active representative; however, organizations are not limited from specifying multiple active representatives where it is necessary or beneficial to them.
3. Voting Rights of Partners. Partners shall have the right to make nominations for the Board of Directors of the Corporation and to vote for the election of such Directors. The Partners shall have no right to vote on any other matters affecting the Corporation and no other rights relating to the Corporation. There shall be no proxy voting.
4. Annual Meetings. The Partners shall hold an annual meeting each year. The President shall set the date, time and place for such meeting, provided the annual meeting of the Partners shall be held before the annual meeting of the Board of Directors. At the annual meeting, the Partners shall nominate and elect the directors of the Corporation described in Article V of these Bylaws by majority vote.
5. Regular and Special Meetings. The Partners may hold regular meetings or special meetings at such time and place as the President shall determine.
6. Notice of Meetings.
 - a. In General. Any Partner may waive notice of any meeting of the Partners. The attendance of a Partner at any meeting of the Partners shall constitute a waiver of notice of such meeting, except when a Partner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
 - b. Annual and Regular Meetings. The Secretary shall give written notice of the place, date, and time of each annual and regular meeting of the Partners. The Secretary shall give such written notice not fewer than ten (10) days nor more than sixty (60) days prior to the meeting. The Secretary shall give such notice

either by delivering the notice personally or sending the notice by mail, electronic mail, or other comparable method to each Partner at the Partner'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 in a sealed envelope so addressed, with postage prepaid.

c. Special Meetings. The Secretary shall give written notice of any special meeting of the Partners at least two days prior to such meeting. The written notice must include a description of the matter or matters for which the special meeting has been called. The Secretary shall give such notice either by delivering the notice personally or sending the notice by mail, electronic mail, or other comparable method to each Partner at the Partner'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 in a sealed envelope so addressed, with postage prepaid.

7. Chair. The President shall preside at all meetings of the Partners. If the President cannot preside, the Vice-President or an individual designated by the Board shall preside over the meeting.
8. Quorum. For any matter on which the Partners are entitled to vote, ten (10) percent of the Partners shall constitute a quorum.
9. Manner of Acting. The act of a majority of the Partners present a meeting at which a quorum is present shall be the act of the Partners unless the Nebraska Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require the vote of a greater number of the Partners.
10. Removal of Directors. Any director elected by the Partners may be removed with or without cause by a majority vote of the Partners taken at a special meeting called for that purpose. Any action to remove a director requires each Partner and director receive at least seven (7) days' written notice that the matter will be voted upon at a special Partners' meeting.

ARTICLE V - BOARD OF DIRECTORS

1. Number. The number of directors shall be at least [3] but no more than [25], or such other number as shall be decided by the directors from time to time. Not less than thirty (30) days prior to each May meeting of the Board of Directors, the nominating committee will submit a slate of potential directors to fill vacancies on the Board of Directors for the Board's consideration. When submitting the slate of potential directors, the nominating committee should seek to ensure that the Board of Directors represents the broad range of financial education categories and demographic groups in Nebraska.
2. Terms. The Board of Directors of the Corporation, 12 in number, shall serve until their successors are duly elected and qualified. The maximum term of each member of the Board of Directors shall be three (three) years. Terms of the Board of Directors shall be staggered so that the terms of not more than one-third of the Board shall begin in any one year. This

provision will be effective with the May 2010 election. Board terms to comply with this section will be determined by the Board at their June 2009 meeting. Board terms of office shall run from June 1 to May 31. No director shall be elected for more than two (2) consecutive full terms and thereafter shall not be eligible for re-election for a period of two (2) years, except as provided in these Bylaws or by Special Resolution of the Board of Directors.

3. Resignation. Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.
4. Removal. Any director appointed by the Board of Directors may be removed by a vote of two-thirds of the members of the Board of Directors then in office whenever, in the Board's judgment, the best interest of the Corporation would be served thereby. This action will take place at a special meeting of the Board of Directors. Any board action to remove a director requires each director receive at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting.
5. Vacancies. Vacancies among the directors, whether caused by resignation, death, removal or expiration of a term, may be filled by a vote of the Board of Directors. The nominating committee will be responsible to provide a recommendation to forward to the full Board of Directors for their consideration and vote. The newly elected director is eligible to fulfill the unexpired term, and then can be nominated for the slate of directors for one additional term. If the vacancy occurs within six (6) months or less from the expiration of that director's term, it will be filled at the next regular election of the Board of Directors.
6. Meetings.
 - a) The Board of Directors shall provide the time and place, whether within or outside Nebraska, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.
 - b) Special meetings of the Board of Directors may be called by the President, or by a majority of the directors then in office, who may fix any place, whether within or outside Nebraska, as the place for holding any special meeting.
7. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally or sent by mail, facsimile transmission or electronic mail to each director at his/her address as shown by the records of the Corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by facsimile transmission the notice shall be deemed to be delivered when the transmission is completed. If notice is given by electronic mail, the notice shall be deemed to be delivered when it is received by the recipient's electronic mailbox. Any director may

waive notice of any meeting. The attendance of a director at any 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

8. Quorum. The presence of a majority of the members of the Board of Directors sitting at such time shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present in person at said meeting, a majority of the directors present may adjourn the meeting without further notice to any director.
9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or electronic means by which all persons participating in the meeting can interact with each other or may vote by mail or electronic ballot.
10. Informal Action. Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.
11. Compensation. Directors shall not receive any salaries, fees or reimbursement for expenses incurred for attendance at regular or special meetings of the Board or for their services at such; however, nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE VI - OFFICERS

1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.
2. Election of Officers. The President, Vice-President, Secretary and Treasurer of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. Any board action to remove a director must be preceded by each director having received at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting called for that purpose.

4. Early Vacation of Offices. A vacancy in the offices of President, Vice-President, Secretary or Treasurer, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term at its next regular meeting.
5. President. The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers and personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be 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 shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures except as provided specifically in Paragraph 5 of Article IV herein, and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted by the Board of Directors.
6. Vice President. The Vice-President shall perform such duties as may be assigned by the President or the Board of Directors.
7. Treasurer. The Treasurer shall 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 V of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual independent audit, and compliance with statutory reporting requirements, tax returns and tax payments. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation, if any, 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 in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII - COMMITTEES

1. Authority.

a) The Board of Directors may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him by law.

b) Other committees and taskforces not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a majority of the directors at a meeting at which a quorum is present, or by the President as authorized by the Board. Membership on such committees or task forces need not be limited to directors.

2. Term. Terms of committees or taskforces are indefinite. A committee or taskforce shall be terminated upon completion of its mission or objectives.

3. Committee chairpersons. The Board of Directors shall identify one general member to serve as chairperson of each committee. The chairperson shall identify one director to report to the Board of Directors all communications from the committee.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided by the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of

the Corporation in addition to the officers so authorized by these Bylaws, 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.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.
3. Deposits. All funds of the Corporation 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.
4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.
5. Grant Monies and Specially Designated Contributions and Funds. Grant monies or other contributions or funds received by the Corporation and specially designated to support financial education programs shall be allocated and disbursed only upon a resolution by a majority vote of directors pursuant to Paragraph 11 of Article 1 herein.

ARTICLE IX - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation's fiscal year end is determined to be the calendar year end.

ARTICLE X - INDEMNIFICATION

Any present or former director, officer or employee of the Corporation, or the legal representative of such person, may be indemnified by the Corporation against all reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his/her being or having been such a director, officer, or employee serving or having served the Corporation except in relation to matters as to which he/she shall be adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE XI - PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the

Articles of Incorporation or these Bylaws.

ARTICLE XII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the directors present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws, at such meeting.

ARTICLE XIII – AFFILIATION

This Corporation shall be an affiliated member of the Jump\$tart Coalition for Personal Financial Literacy (hereinafter referred to as the ‘National Jump\$tart Coalition’) and shall be entitled to all of the rights, privileges, and services as set forth in the Jump\$tart Coalition for Personal Financial Literacy Affiliation Agreement dated July 23, 2007 and as such affiliation otherwise affords.

The undersigned, as President of the Nebraska Financial Education Corporation, a Nebraska not-for-profit corporation, hereby certifies that the foregoing Bylaws of the Corporation were read, revised, approved and adopted by the Board of Directors on the thirtieth day of June, 2009.



Jennifer M. Clark, President