

## BYLAWS

### OF

### OMAHA HOSPITALITY HALL OF FAME

#### ARTICLE I. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed under the direction of its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the corporation shall be determined by the Board of Directors from time to time, but in no event shall be less than three (3). Directors (other than the initial Directors) shall be elected by the Board of Directors at each annual meeting of the Board of Directors. Each Director shall hold office until the next annual meeting of the Board of Directors. Despite the expiration of the term of office of a Director, he or she shall continue to serve until the election of his or her successor or until there is a decrease in the number of authorized Directors. Directors may be elected for successive terms. A decrease in the number of Directors does not shorten an incumbent director's term. Directors must be individuals but need not be residents of Nebraska.

Section 3. Resignation. A Director may resign at any time by delivering written notice of his or her resignation to the Board of Directors or to the President or Secretary. The resignation of a Director is effective when the notice is effective under the Nebraska Nonprofit Corporation Act (the "Act") unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor Director does not take office until the effective date.

Section 4. Removal. A Director may be removed from office without cause by the vote of two-thirds of the Directors then in office.

Section 5. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, such remaining Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the end of the unexpired term that such Director is filling.

Section 6. Annual Meeting. An annual meeting of the Board of Directors shall be held on the first (1<sup>st</sup>) Monday in the month of November in each year, beginning with the year 2017, at such time and place, either in or outside of Nebraska, as may be determined by the Board of Directors or the President, for the purposes of electing officers and Directors of the corporation and transacting such other business as properly may come before the meeting. If the day fixed

for an annual meeting of the Board of Directors is a legal holiday in the state in which the meeting is to be held, then such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated in this bylaw for any annual meeting of Directors, or at any adjournment of such meeting, then the Board of Directors shall cause such election to be held as soon as practicable at a special meeting of the Board of Directors.

Section 7. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either in or outside of Nebraska, for the holding of regular meetings without notice other than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons calling a special meeting of the Board of Directors may designate any place, either in or outside of Nebraska, as the place for such special meeting. If no such designation is made, then the place for the special meeting shall be the registered office of the corporation in Nebraska.

Section 9. Notice of Meeting; Waiver. Notice of the date, time, and place of an annual or a special meeting of the Board of Directors shall be given to each Director by or at the direction of the person or persons calling such annual or special meeting at least two days prior to such annual or special meeting. Notice of an annual or special meeting may be communicated in any manner permitted by the Act; however, if mailed, notice shall be given at least five days prior to such annual or special meeting. Notice shall be effective as provided in the Act. A Director may waive notice of any meeting, either before or after such meeting, or any other notice required by the Act or these bylaws; such waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes of the meeting or other corporate records. The attendance of a Director at or the participation of a Director in a meeting waives any required notice of such meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act or these bylaws, objects to lack of notice and does not thereafter vote for or assent to the action to which objection is made. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. Quorum. A majority of the Directors in office immediately before a meeting begins (but in no event fewer than two (2) Directors) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, then a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 11. Manner of Acting. If a quorum is present when a vote is taken, then the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors shall be the act of the Board of Directors.

Section 12. Attendance by Means of Communication. Members of the Board of Directors may participate in a meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating in the meeting may

simultaneously hear each other during the meeting. A Director participating in a meeting of the Board of Directors by such means is deemed to be present in person at such meeting.

Section 13. Informal Action by Directors. Any action required or permitted by the Act to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this bylaw is effective when the last Director signs the consent unless the consent specifies a different effective time. A consent signed under this bylaw has the effect of a meeting vote and may be described as such in any document.

Section 14. Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each committee shall have as its members two (2) or more Directors who shall serve at the pleasure of the Board of Directors. The creation of a committee of the Board of Directors and appointment of members of such committee must be approved by the greater of (a) a majority of the Directors in office when the action is taken or (b) the number of directors required to take action under these bylaws. The provisions of Sections 7 through 13 of this Article I also shall apply to committees of the Board of Directors and their members. Unless prohibited by the Act, each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent specified by the Board of Directors.

Section 15. Sub-Committees. The Board of Directors may create one or more sub-committees comprised of Directors, past inductees into the Omaha Hospitality Hall of Fame, and/or other community members, which shall act at the direction of and report to the Board of the Directors, but may not exercise the authority of the Board of Directors.

Section 16. No Loans or Guaranties. The corporation shall not lend money to or guaranty the obligations of any Director of the corporation.

Section 17. Compensation. By resolution of the Board of Directors, the Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board of Directors or of a committee of the Board of Directors and reasonable compensation for services actually rendered to the corporation as a Director or in any other capacity, which services are reasonable and necessary to the carrying out of the corporation's purposes.

## ARTICLE II. OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a President, a Secretary, and a Treasurer and may include one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers (the number thereof to be determined by the Board of Directors). The Board of Directors also may appoint such other officers and assistant officers as the Board of Directors may deem necessary. Any two or more offices may be held by the same person. The Board of Directors in its discretion may appoint from its members a Chairman of the Board of

Directors who shall have such duties as may be assigned to him or her from time to time by the Board of Directors.

Section 2. Appointment and Term of Office. The Board of Directors shall appoint the required officers of the corporation at the annual meeting of the Board of Directors. If the appointment of such officers is not made at such meeting, then such appointment shall be made as soon thereafter as may be convenient. The Board of Directors may appoint other officers and assistant officers at any time. Each officer shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been appointed and qualified or until his or her earlier resignation or removal.

Section 3. Removal. The Board of Directors may remove any officer of the corporation at any time with or without cause, but such removal shall not affect the officer's contract rights, if any, with the corporation.

Section 4. Resignation. An officer may resign at any time by delivering notice of his or her resignation to the corporation. An officer's resignation shall be effective when the notice is effective under the Act unless the notice specifies a future effective date. If an officer's resignation is made effective at a future date and the corporation accepts the future effective date, then the Board of Directors may fill the pending vacancy before such effective date if the Board of Directors provides that the successor shall not take office until such effective date. An officer's resignation shall not affect the corporation's contract rights, if any, with the officer.

Section 5. Vacancies. A vacancy in an office for any reason may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 6. President. Unless otherwise provided by the Board of Directors, the President shall be the chief executive officer of the corporation and, subject to the direction of the Board of Directors, generally shall supervise and manage the affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors unless such responsibility shall have been assigned otherwise by the Board of Directors. The President may sign on behalf of the corporation any document or instrument which the Board of Directors has authorized to be executed, unless such action has been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation or is required by law to be done otherwise. The President may vote the shares of another corporation standing in the name of the corporation, except in cases where the Board of Directors expressly provides otherwise. The President generally shall have all powers and perform all duties incident to the office of President and shall have such other powers and perform such other duties as the Board of Directors may assign to him or her from time to time.

Section 7. Vice President. A Vice President shall assist the President in the administration of the corporation's affairs with respect to such matters and with such powers and duties as the President or the Board of Directors may assign to him or her from time to time. Unless otherwise provided by the Board of Directors, whenever the President is unable to serve or the office of President is vacant, the Vice President (or, if there is more than one Vice President, then the Vice Presidents in the order designated at the time of their appointment or, in

the absence of any such designation, in the order of their appointment) shall perform the duties of the President and, when so acting, shall have all powers of the President.

Section 8. Secretary. The Secretary shall (a) prepare and keep minutes of meetings of the Board of Directors, (b) give or cause to be given all notices in accordance with the provisions of these bylaws or as required by law, except that notices of special meetings of Directors called by two (2) Directors may be given by such Directors, (c) be custodian of the corporate records and the seal (if any) of the corporation, (d) authenticate records of the Corporation, (e) generally have all powers and perform all duties incident to the office of Secretary, and (f) have such other powers and perform such other duties as the President or the Board of Directors may assign to him or her from time to time.

Section 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such sureties as the Board of Directors shall specify. The Treasurer shall (a) have charge of and be responsible for all moneys and securities of the corporation, (b) receive and give receipts for moneys due and payable to the corporation from any source, (c) deposit all moneys of the corporation in the name of the corporation in such banks, trust companies, or other depositaries or accounts as shall be selected by or at the direction of the Board of Directors, (d) keep or cause to be kept regular books of account for the corporation, (e) generally have all powers and perform all duties incident to the office of Treasurer, and (f) have such other powers and perform such other duties as the President or the Board of Directors may assign to him or her from time to time.

Section 10. Assistant Secretaries and Assistant Treasurers. In the absence of the Secretary or in the event of the Secretary's death, resignation, or inability or refusal to act, the Assistant Secretaries shall have the powers and perform the duties of the Secretary. In the absence of the Treasurer or in the event of the Treasurer's death, resignation, or inability or refusal to act, the Assistant Treasurers shall perform the duties of the Treasurer. Assistant Secretaries and Assistant Treasurers generally shall have such powers and perform such duties as the Secretary or the Treasurer, respectively, the President, or the Board of Directors may assign to them from time to time.

Section 11. Compensation. The compensation of the officers of the corporation shall be fixed from time to time by or at the direction of the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that he or she also is a Director of the corporation. Such salaries shall be reasonable in light of the services actually rendered to the corporation by the respective officers.

Section 12. No Loans or Guaranties. The corporation shall not lend money to or guaranty the obligations of any officer of the corporation.

### ARTICLE III. AMENDMENTS

Except as otherwise provided by law, these bylaws may be amended, in a manner consistent with the Articles of Incorporation of the corporation and applicable law, by the Board

of Directors at any regular or special meeting of the Board of Directors. The corporation shall provide notice of any meeting of the Board of Directors at which an amendment of these bylaws is to be approved. Such notice shall comply with the Act and these bylaws, shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment of these bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the proposed amendment. To be effective, an amendment of these bylaws must be approved by a majority of the Directors in office at the time the amendment is adopted.