

BYLAWS OF THE UNIVERSITY OF NEBRASKA-LINCOLN PARENTS ASSOCIATION

ARTICLE I. Name

The name of the Corporation is University of Nebraska-Lincoln Parents Association, also known as UNL Parents Association, hereinafter referred to as the Association.

ARTICLE II. Purpose

The Association is organized to represent the interests of parents and to promote the advancement of the University of Nebraska-Lincoln, by strengthening it at all levels, involving parents and friends of past, present and prospective students in: (a) the process of communicating among students, faculty and administration; and (b) raising funds for purposes beneficial to students and the institution.

ARTICLES III. Members

Section 1. Membership. The Association shall have as members all parents of students registered for classes at the University of Nebraska-Lincoln, elected Advisory Board of Representatives, hereinafter referred to as the Advisory Board, and elected members of the Executive Committee. The management, affairs and general administration of the Corporation shall be governed exclusively by its Advisory Board and Executive Committee as hereinafter provided.

Any person who has performed some distinguished service to this Association or to the University of Nebraska-Lincoln, in general, and who is not a member of this Association, may have honorary membership conferred by the Advisory Board. Honorary members shall have all of the rights and privileges of a regular member, except the right to serve in any of the offices enumerated in Article VI.

Section 2. Annual Meeting. The annual meeting of the members shall be held on a Saturday to be selected by the Advisory Board in the fall semester of each year, for the purpose of electing officers and members of the Advisory Board, and transacting such other business as may come before the meeting. If the election of officers and Advisory Board members shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the election shall be held at a special meeting of the members as soon thereafter as convenient. Notice of the annual meeting of the members shall be provided not less than ten (10) days prior to the annual meeting to all members.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Executive Committee. Members shall be given notification, including an agenda, not less than ten (10) days prior to any special meeting.

Section 4. Place of Meeting. The President or Advisory Board may designate any place, either within or without Lincoln, Nebraska, as the place of the meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in Lincoln, Nebraska.

Section 5. Quorum. The members present at a duly called meeting of the members entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. No member shall vote by proxy.

ARTICLE IV. Membership Dues

Members of the Association shall not be required to pay any dues.

ARTICLE V. Advisory Board

Section 1. Policy formulation, management, and general administration of the Association are vested in its Advisory Board. The committee shall be comprised of such Advisory Board members as are elected in accordance with the remaining provisions of these Bylaws. On behalf of all UNL parents, the Advisory Board shall serve as a Parents Advisory Executive Committee to the University of Nebraska-Lincoln.

Section 2. Advisory Board of Representatives. The Advisory Board shall be nominated biannually to represent the interests of UNL and its students from a geographic cross-section of the student body.

Section 3. Election and Number. The Advisory Board shall be elected by majority vote of the members present and voting at the annual meeting and shall consist of at least twenty (20) persons from among the members and honorary members. Any vacancy occurring on the Advisory Board may be filled by the affirmative vote of a majority of the remaining Advisory Board members present and voting at a duly called meeting of the committee. Any Advisory Board member may be reelected after the expiration of such member's term. An advisory board member elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 4. Quorum. Six members of the Advisory Board who are in attendance shall constitute a quorum for the transaction of business. The act of a majority of the Advisory Board present at a meeting at which a quorum is present shall be the act of the board. No member shall vote by proxy.

Section 5. Provision for the Transaction of Business by Mail or Electronic Mail (email). Upon decision by the President of the Association, a mail or email ballot of all members of the Advisory Board may be conducted for the purpose of transacting any matter of business which the Advisory Board is empowered to transact when in session with a quorum present. In any such ballot a majority of those members authorized to vote is required to effect a decision.

Section 6. Committees. The Advisory Board, by resolution, may appoint one or more committees in the manner prescribed in Article VIII from among the members and honorary members. Committees as so established shall have those duties provided in such resolution or in these Bylaws, provided, however, no such committee shall have the power to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such committee or any officer or director of the Association; to amend or restate the Articles of Incorporation; to adopt a plan of merger or consolidation with another Corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Association; to authorize the voluntary dissolution of the Association or to revoke such proceedings; to adopt a plan for distribution of the assets of the Association; or to amend, alter or repeal any resolution of the Advisory Board, 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 Advisory Board, or any individual board member of any responsibility imposed upon it or such board member by law.

Section 7. Meetings. The Advisory Board shall have the power to hold meetings, regular or special, either within or without the State of Nebraska, at such time and place as they may deem proper. Notices of special meetings shall be mailed or emailed to the last recorded postal or electronic address of each Advisory Board member at least four (4) days in advance. Regular meetings of the Advisory Board may be held without notice at such time and place as the committee may by resolution determine. The President shall, at the request in writing or electronically of a majority of the Advisory Board members, issue a call for the special meeting of the Advisory Board. Attendance of Advisory Board members at any meeting shall constitute a waiver of notice of such meeting except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of such meeting. All meetings of the Executive Committee and Advisory Board shall be open to the membership of the Association.

Section 8. Indemnification. The Association shall indemnify and hold harmless each Advisory Board member and each officer of the Association against and from all loss, cost, and reasonable expenses hereafter incurred by such director or officer in the payment, settlement, or defense of any claim, suit, or proceeding brought against such person because of any action alleged to have been taken or omitted by such person as such director or officer. Such indemnification shall not apply with respect to any matter as to which such Advisory Board member or officer shall be determined by decree of a court of competent jurisdiction to be liable for willful misconduct.

ARTICLE VI. Officers

Section 1. Number. The elected officers of this Association shall be a President, a President-Elect, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 2. Election. The officers of the Association shall be elected annually by the members at the annual meeting of the members and shall take office the following January 1. The President-Elect will automatically advance to the position of President.

Section 3. Removal. Any officer elected may be removed by a two-thirds vote at a regular or special meeting of the members present and voting whenever in their judgement the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled by the Advisory Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and, and subject to the control of the Advisory Board, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the membership and the Advisory Board. The President may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Advisory Board any deeds, mortgages, bonds, contracts, or other instruments which the Advisory Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Advisory Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Advisory Board from time to time.

Section 6. President-Elect. In the absence of the President or in the event of the President's death, inability or refusal to act, the President-Elect 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. The President-Elect shall perform such other duties as from time to time may be assigned to such President-Elect by the President, or by the Advisory Board and will advance to the position of President at the next annual meeting.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the membership and of the Advisory Board meetings in one 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; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President, or President-Elect, all documents, the issuance of which shall have been authorized by resolution of the Advisory Board; and (f) in general, perform all duties incident to the office of Secretary

and such other duties as from time to time may be assigned to the Secretary by the President or by the Advisory Board.

Section 8. Treasurer. If required by the Advisory Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Advisory Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article VII of these Bylaws; and (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 the Treasurer by the President or by the Advisory Board.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Advisory Board, may sign with the President or President-Elect such documents, the issuance of which shall have been authorized by resolution of the Advisory Board. Assistant Treasurers shall, if required by the Advisory Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Advisory Board shall determine. Assistant Secretaries and Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Advisory Board.

ARTICLE VII. Loans, Checks and Deposits

Section 1. Contracts. The Advisory Board may authorize any officer or officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association, unless authorized by resolution of the Advisory Board, and such authority may be general or confined to specific instances.

Section 3. Checks. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by one or more officers or agents of the Association and in such manner as shall from time to time be determined by resolution of the Advisory Board.

Section 4. Deposits. All funds received by the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Advisory Board may select.

ARTICLE VIII. Committees

Section 1. Executive Committee. The Executive Committee shall serve as the principal planning body of the Association. In the absence of a convened Advisory Board, the Executive Committee is authorized to act on behalf of the Association. The Executive Committee shall be comprised of the immediate past President(s), all officers duly elected as provided for in Article VI, plus at least two additional members elected at large.

Section 2. Appointment. Committees may be appointed from time to time as the Executive Committee may determine. All committees shall be constituted as in these Bylaws provided, or, in the absence of any such instructions, as the Advisory Board shall determine. Unless otherwise required by these Bylaws, any committee may be disbanded or its membership changed by action of the Advisory Board.

Section 3. Nominating Committee. Subject to approval by the Advisory Board, the President shall annually appoint a Nominating Committee. The Nominating Committee shall meet not less than 60 days prior to the annual meeting of the members to prepare a slate of officers and Advisory Board for the ensuing year. Notice of the slate of nominees will be submitted to the Secretary of the Association to be provided to the membership with the notice of the annual meeting of the members.

Section 4. Duties. All committees of the Association shall perform their duties in conformity with policies determined from time to time by the Advisory Board. Unless otherwise directed, implementation of such policy and performance of responsibilities delegated shall be at the discretion of the committees.

ARTICLE IX. Books and Records

The Association shall maintain correct and complete books and records of account and minutes of the proceedings of its Advisory Board and adjunct committees.

ARTICLE X. Amendments

These Bylaws may be altered, amended or repealed by a majority of the Advisory Board present and voting at any regular or special meeting, if at least four days' written or electronic notice is given of intention to alter, amend or repeal the Bylaws at such meeting.

ARTICLE XI. Fiscal Year

The fiscal year of the Association shall end on the last day of the month of June annually.

ARTICLE XII. Liabilities

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Association.

ARTICLE XIII. Insignia

The Advisory Board may adopt insignia, colors, badges, and flags for the Association as it deems desirable.

ARTICLE XIV. Dissolution

The Association may be dissolved by the vote of a two-thirds majority of the members of the Advisory Board. Thirty (30) days notice will be given the Advisory Board members prior to said vote.

ARTICLE IV. Gender and Number

Whenever used in these Bylaws, unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing gender include all genders.

The above Bylaws approved and adopted by the Advisory Board on July 11, 2009.