

**AMENDED AND RESTATED
BY-LAWS
OF THE
IMPERIAL COURT OF NEBRASKA FOUNDATION**

ARTICLE I – NAME, NATURE & OWNERSHIP

Section 1.1 – Name. The name of the Corporation is THE IMPERIAL COURT OF NEBRASKA FOUNDATION. The Corporation shall be authorized to conduct business as THE IMPERIAL COURT OF NEBRASKA. The Board of Directors may designate other names at its discretion from time to time.

Section 1.2 – Nature. The Corporation is a non-profit corporation and shall be maintained as a non-profit corporation under all applicable laws and statutes of the State of Nebraska, the United States, and Section 501(c)3 of the Internal Revenue Code.

Section 1.3 – Ownership. The Corporation and all trade names owned by the Corporation shall be considered sole property of the Corporation.

ARTICLE II – OFFICES, LOCATION AND BOUNDARY

Section 2.1 – Corporate Office. The principle office of the Corporation shall be maintained in Omaha, Douglas County, Nebraska. The Corporation may have such other offices within the State of Nebraska, as the Board of Directors may determine from time to time, but the principle registered office shall remain in Omaha, Douglas County, Nebraska.

Section 2.2 – Realm. The Corporation shall serve the geographical area of the State of Nebraska and Pottowattamie County, Iowa. The Corporation shall have jurisdiction only over that area covered by this Section 2.2 herein.

Section 2.3 – Scope. The Corporation and its agents shall execute their duties and purposes on a worldwide basis with no boundaries to impede them, notwithstanding the Jurisdictional limits set out in this Article.

ARTICLE III – LIMITED MEMBERSHIP

Section 3.1 – Limited Scope. The Corporation shall have two classes of limited membership known as General Membership and the College of Monarchs. These classes of limited membership shall not have the right to vote in matters regarding the management or regulation of the affairs of the Corporation.

Section 3.2 – General Membership. General membership is a class of limited membership available to any resident of the state of Nebraska and Pottowattamie County, Iowa who meets the requirements for general membership set forth in the Standard Operating Procedures of THE IMPERIAL COURT OF NEBRASKA FOUNDATION.

Section 3.3 – College of Monarchs. The College of Monarchs shall be a class of limited membership which will advise the Board of Directors as provided in these By-Laws and on other matters as requested by the Board of Directors. The College of Monarchs shall include former Emperors and Empresses who are designated by the Board of Directors to serve on the College of Monarchs.

Section 3.4 – Election of Emperor and Empress. The Board of Directors shall designate one class of limited members which may participate in the election of the Emperor and Empress, but the results of such election shall not be binding upon the Corporation or the Board of Directors. The limited membership shall include those persons designated by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 – Management of Corporate Affairs. The Board of Directors, which may also be known as the Board of Governors, shall manage the affairs of the Corporation. All corporate powers shall be vested in and shall be exercised by the Board of Directors. The Board of Directors may appoint agents, representatives, and committees of the Corporation with powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit.

Section 4.2 – Number. The Board of Directors shall be composed of ten (10) Directors, four (4) of whom shall be the Officers of the Corporation, and four (4) of whom shall be directors-at-large and two (2) of whom shall be the reigning Emperor and Empress.

Section 4.3 – Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors represent at any meeting, the majority of the Directors present may exchange information or adjourn the meeting without further notice.

Section 4.4 – Annual Meeting. The annual meeting of the Board of Directors shall be every August at a date, time and location established by resolution of the Board of Directors. The Board of Directors shall establish the date, time and location of the annual meeting no more than sixty (60) nor no less than thirty (30) days in advance of the annual meeting. The Annual Meeting may be held concurrently with a Regular Meeting.

Section 4.5 – Regular Meeting. Regular meetings of the Board of Directors shall be held every month at a date, time and location established by resolution of the Board of Directors at the previous regular meeting.

Section 4.6 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or two (2) Directors and shall be held any place the Board of Directors may determine.

Section 4.7 – Notice of Special Meeting. Notice of any special meeting of the Board of Directors shall be given to every Director at least seven (7) days prior to the special meeting and shall include the date, time, location and specific purpose of the special meeting.

Section 4.8 – Emergency Meetings. Emergency meetings of the Board of Directors may be called by or at the request of the President or two (2) Directors and shall be held any place the Board of Directors may determine.

Section 4.9 – Notice and Reporting of Emergency Meeting. No notice is required for an emergency meeting of the Board of Directors, any formal action taken in such meeting shall pertain only to the emergency. Complete minutes of such emergency meetings specifying the nature of the emergency and formal action taken at the meeting shall be made available to the public by no later than the end of the next regular business day.

Section 4.10 – Rules of Order. The Board of Directors shall conduct all business meeting under the most current version of Robert’s Rules of Order.

Section 4.11 – Board Decisions. 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 the Standard Operating Procedures of THE IMPERIAL COURT OF NEBRASKA FOUNDATION.

Section 4.12 – Compensation. Directors shall not receive any compensation for their services. A Director may be reimbursed for reasonable expenses of fifty dollars (\$50.00) or more incurred on behalf of the Corporation upon a majority vote of the Board of Directors. A Director may be reimbursed for reasonable expenses of less than fifty dollars (\$50.00) incurred on behalf of the Corporation at the discretion of the Treasurer.

Section 4.13 – Standard of Care. A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner he or she reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by others whom the Director reasonably believes to be reliable and competent in the matters presented. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports, or statements of others unwarranted.

ARTICLE V – DIRECTORS AT LARGE

Section 5.1 – Election of Directors-at-Large. Directors-at-Large shall be elected at the annual meeting of the Board of Directors by a majority vote of the Board of Directors, including any out-going directors. Two directors-at-large shall be elected in even-numbered years, and two directors-at-large shall be elected in odd-numbered years. Any person standing as a candidate for election or reelection as a director-at-large shall not vote on the question of his or her election or reelection. No member of the Board of Directors who have served for five (5) or more consecutive years on the Board of Directors shall be eligible for election or reelection as a director-at-large or officer. Directors-at-large shall be residents of the State of Nebraska or Pottowattamie County, Iowa.

Section 5.2 – Term of Directors-at-Large. Directors-at-large shall serve a term of two (2) years. The term of directors-at-large shall begin immediately following the annual meeting at which the director-at-large is elected and shall end at the conclusion of the second subsequent annual meeting.

Section 5.3 – Term of Directors-at-Large. Directors-at-Large shall serve a term of two (2) years. The term of a director-at-large shall begin immediately following the annual meeting at which the director-at-large is elected and shall end at the conclusion of the second subsequent annual meeting.

Section 5.4 – Service on Board of Directors. All Directors-at-Large shall become full members of the Board of Directors immediately upon commencement of his or her term of office and shall cease to be members of the Board of Directors immediately upon the conclusion of his or her term of office. Unless otherwise provided in this Article, Directors-at-Large shall be subject to the requirements of Article IV and Article VII herein.

ARTICLE VI – OFFICERS

Section 6.1 – Designation. The general officers of the Corporation shall be the President, Vice-President, Treasurer, Secretary.

Section 6.2 – Election of Officers. Officers shall be elected at the annual meeting of the Board of Directors by a majority vote of the Board of Directors, including any out-going Directors. The President and Secretary shall be elected in even-numbered years, and the Vice- President and Treasurer shall be elected in odd-numbered years. Any person standing as a candidate for election or reelection as an officer shall not vote on the question of his or her election or reelection. No person who has served five (5) or more consecutive years on the Board of Directors shall be eligible for election or reelection as an officer or director-at-large. Officers shall be residents of the State of Nebraska or Pottowattamie County, Iowa.

Section 6.3 – Term of Officers. Officers shall serve a term of two (2) years. The term of an officer shall begin immediately following the annual meeting at which the officer is elected and shall end at the conclusion of the second subsequent annual meeting.

Section 6.4 – Service on Board of Directors. All Officers of the Corporation shall become full members of the Board of Directors immediately upon commencement of his or her term of office and shall cease to be members of the Board of Directors immediately upon the conclusion of his or her term of office. Unless otherwise provided in this Article, Officers of the Corporation shall be subject to the requirements of Article IV and Article VII herein.

Section 6.5 – President. The principal duties of the President shall be to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation. The President shall sign all deeds, leases, and conveyances executed by the Corporation.

Section 6.6 – Vice-President. The principal duties of the Vice-President shall be to discharge the duties in the absence or disability, for any cause whatsoever, of the President.

Section 6.7 – Secretary. The principle duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the Corporation, to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the Corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

Section 6.8 – Treasurer. The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the Corporation which shall come into his or her hands, and to keep accurate account of all monies received and disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his or her office, as shall be required by the Board of Directors. An individual elected to the office of Treasurer must post a Surety Bond in the amount of \$100,000. The fee for any Surety Bond shall be paid by the Corporation.

Section 6.9 – Dual Office Holders. No person shall hold more than one office of the Corporation at the same time.

Section 6.10 – Compensation. Officers shall receive no compensation for their services. An Officer may be reimbursed for reasonable expenses of fifty dollars (\$50.00) or more incurred on behalf of the Corporation upon a majority vote of the Board of Directors. Any Officer other than the Treasurer may be reimbursed for reasonable expense of less than fifty dollars (\$50.00) incurred on behalf of the Corporation at the discretion of the Treasurer. The Treasurer may be reimbursed for reasonable expenses of less than fifty dollars (\$50.00) incurred on behalf of the Corporation at the discretion of the President.

ARTICLE VII – EMPEROR & EMPRESS

Section 7.1 – Designation. The public ceremonial representatives of the Corporation shall be known as the Emperor and Empress.

Section 7.2 – Election of Emperor & Empress. The Board of Directors shall cause an election and Coronation of the Emperor and Empress to take place each year in June or July. Limited members, as determined pursuant to Article III herein, shall be permitted to participate in the election of Emperor and Empress. Elections shall be carried out according to policies and procedures determined by the Board of Directors. The results of any election shall not be binding upon the Board of Directors or the Corporation.

Section 7.3 – Appointment of Emperor and Empress. The Board of Directors shall vote as to whether the Emperor and/or Empress elected at Coronation shall be confirmed and appointed to the Board of Directors at the regular meeting following Coronation. Any person standing as a candidate for appointment as Emperor or Empress shall not vote on the question of his or her appointment. In the event that an Emperor or Empress is not elected at Coronation, the Board of Directors shall appoint a person to serve as Emperor or Empress. In filling the office of Emperor or Empress, the College of Monarchs shall provide recommendations to the Board of Directors pursuant to Section 8.1.1 herein.

Section 7.4 – Term of Emperor & Empress. The Emperor and Empress shall serve a term of one (1) year. The term of Emperor and Empress shall begin immediately following the special meeting at which the Emperor and Empress are appointed and shall end at the conclusion of the next special meeting to appoint a new Emperor and Empress.

Section 7.5 – Service on the Board of Directors. The Emperor and Empress shall become full members of the Board of Directors immediately upon commencement of his or her term of office and shall cease to be members of the Board of Directors immediately upon the conclusion of his or her term of office. Unless otherwise provided in this Article, the Emperor and Empress shall be subject to the requirements of Article IV and Article VII herein.

Section 7.6 – Purpose of Emperor and Empress. The office of Emperor and Empress are expressly created to act as the official public and ceremonial representatives of the Corporation and to execute the express goals of the Corporation as set forth in these By- Laws. Furthermore, they shall serve the entire community in whatever way possible to the best of their ability, as long as their activities are not in violation of the By-Laws and Standard Operating Procedures of THE IMPERIAL COURT OF NEBRASKA FOUNDATION or the laws of the State of Nebraska.

Section 7.7 – Duties of Emperor and Empress. The Emperor and Empress or their representatives shall officiate at all functions or activities held by, or authorized by the Board of Directors; shall acts as a liaisons to all areas of the community and shall strive to visit all areas of their realm whenever possible; and shall travel outside the realm whenever possible, developing good relations with neighboring Courts and promoting the State of Nebraska.

Section 7.8 – Compensation. Each Monarch shall receive a crown at the beginning of their reign, but The Emperor and Empress shall not receive any compensation for their services. The Emperor or Empress may be reimbursed for reasonable expenses of fifty dollars (\$50.00) or more incurred on behalf of the Corporation upon a majority vote of the Board of Directors. The Emperor or Empress may be reimbursed for reasonable expenses of less than fifty dollars (\$50.00) incurred on behalf of the Corporation at the discretion of the Treasurer.

ARTICLE VIII – VACANCIES, RESIGNATION, & REMOVAL

Section 8.1 – Vacancies. A vacancy occurring in the Board of Directors, any Office of the Corporation or in the position of Emperor or Empress shall be filled by appointment by the remaining Directors. This appointment shall be determined by majority vote of the existing Board of Directors. Any person appointed to fill a vacancy shall serve for the remaining term of the preceding Director, Officer, Emperor, or Empress.

Section 8.1.1 – Vacancy in the Office of Emperor or Empress. In the event of a vacancy in the position of Emperor or Empress, the College of Monarchs shall, recommend one or more persons to fill the position of Emperor and/or Empress. However, the recommendations of the College of Monarchs shall not be binding on the Corporation or Board of Directors.

Section 8.2 – Resignation. Any Director, Officer, Emperor or Empress may resign his or her position at any time by submitting their resignation in writing to the Board of Directors. Any Director, Officer, Emperor, or Empress who resigns his or her position shall immediately cease to be a member of the Board of Directors.

Section 8.3 – Removal for Cause. Any Director, Officer, Emperor or Empress who, after being given at least fifteen (15) days written notice in advance of a meeting to consider his or her removal, is adjudged unfit by a two-thirds majority vote of the Board of Directors shall be removed from his or her position. The Officer, Director, Emperor or Empress subject to removal shall not vote on the question of his or her removal. Any Officer, Director, Emperor, or Empress removed from his or her position shall immediately cease to be a member of the Board of Directors.

Section 8.4 – Removal for Absence. Any Director, Officer, Emperor or Empress who misses three (3) regular meeting of the Board of Directors with or without notification, within a twelve (12) month period may be removed from his or her position by a majority vote of the Board of Directors. The Director, Officer, Emperor or Empress subject to removal shall not vote on the question of his or her removal. Any Officer, Director, Emperor, or Empress removed from his or her position shall immediately cease to be a member of the Board of Directors.

ARTICLE IX – COMMITTEES

Section 9.1 – Standing Committees. Standing committees shall consist of three or more persons, including at least one member of the Board of Directors. Each committee designated shall be named as provided by resolution of the Board of Directors. Committees will have the authority to act within the limits of the resolution of the Board, except as otherwise provided by law. The Board of Directors may dismiss the committee upon completion of its task or resolution of a majority vote of the Board of Directors as they see fit.

Section 9.2 – Other Committees. The Board of Directors from time to time may appoint a committee to oversee a particular function of the Corporation's business. These committees shall consist of no less than four (4) persons, including at least one member of the Board of Directors. The Board of Directors may dismiss the committee upon completion of its task or resolution of a majority vote of the Board of Directors as they see fit.

Section 9.3 – Acts and Proceedings. Any committees shall act under the authority of the Board to the limit of the scope of the committee. The committees shall report their actions to the Board of Directors when required and regular minutes shall be kept of all their proceedings.

Section 9.4 – Committee Meetings. Committees shall meet at such times and places as the chairpersons of the committees shall determine. Meetings of committees shall be governed by the provisions of Article IV herein, which govern meetings of the Board of Directors.

Section 9.5 – Prohibited Acts. A committee may not authorize distributions; approve the dissolution, the merger, sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, remove, or fill vacancies on the Board of Directors or on any of its committees; nor adopt, amend, or repeal the Articles of Incorporation or the By-Laws and Standard Operating Procedures of THE IMPERIAL COURT OF NEBRASKA FOUNDATION.

ARTICLE X – FINANCES

Section 10.1 – Contracts. The Board of Directors, except as otherwise provided in the By- Laws, may authorize any officer or agent 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 a specific instant; and unless so authorized by the Board of Directors, no officer, or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 10.2 – Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed in such manner determined by resolution of the Board of Directors. Any instrument shall require the signature of two (2) Directors.

Section 10.3 – Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select provided such depositories shall be located within the territorial jurisdiction of the Corporation.

Section 10.4 – Gifts. The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest or demise for any purpose of the Corporation.

Section 10.5 – Monthly Reports. The Board of Directors shall require monthly reports of the corporation's fiscal condition compiled or caused to be compiled by the Treasurer who shall also compile an annual report concerning the financial status and condition of the Corporation. The Board of Directors may also require any additional reports they consider necessary at their sole discretion.

Section 10.6 – Loans. The Corporation shall make no loans to any Officer, Director, Emperor or Empress.

Section 10.7 – Audit. The Corporation shall conduct an annual audit at the completion of each fiscal year. Upon the completion of each term of office of Treasurer an audit will be conducted in addition to the annual yearly audit.

ARTICLE XI – BOOKS AND RECORDS

Section 11.1 – Books & Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 11.2 – Records at Principal Office. At its principal office, the Corporation shall keep a copy of the Amended and Restated Articles of Incorporation and all subsequent amendments to them; a copy of the Amended and Restated By-Laws and all subsequent amendments to them; a list of the names, home addresses and contact information of the current Directors, Officers, Emperor or Empress; and a copy of the most recent biennial report delivered to the Secretary of State.

Section 11.3 – Fiscal Year. The fiscal year of the Corporation shall be August 1st through July 31st.

ARTICLE XII – AMENDMENT OF BY-LAWS

Section 12.1 – Amendment Permitted. Any member of the Board of Directors may propose an amendment to the By-Laws of the Corporation. The By-Laws may be amended by a vote of a simple majority of the members of the Board of Directors present at the meeting.

Section 12.2 – Written Proposal. Any proposal to amend the By-Laws must be submitted in writing to the President and Secretary of the Corporation.

Section 12.3 – Notice Requirement. Written notice shall be given to every Director at least seven (7) days prior to any meeting of the Board of Directors at which an amendment to the By-Laws of the Corporation is to be considered. Notice shall include the date, time, and location of the meeting and shall state that one of the purposes of the meeting is to consider a proposed amendment to the By-Laws. The Notice shall be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION

Section 13.1 – Amendment Permitted. Any member of the Board of Directors may propose an amendment to the Articles of Incorporation of the Corporation. The Articles of Incorporation may be amended by a vote of a simple majority of the members of the Board of Directors present at the meeting.

Section 13.2 – Written Proposal. Any proposal to amend the Articles of Incorporation must be submitted in writing to the President and Secretary of the Corporation.

Section 13.3 – Notice Requirement. Written notice shall be given to every Director at least seven (7) days prior to any meeting of the Board of Directors at which an amendment to the Articles of Incorporation of the Corporation is to be considered. Notice shall include the date, time, and location of the meeting and shall state that one of the purposes of the meeting is to consider a proposed amendment to the Articles of Incorporation. The Notice shall be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIV – MISCELLANEOUS

Section 14.1 – Notice. Unless otherwise provided in the By-Laws, a notice required by these By-Laws may be oral or written. Notice may be communicated in person, by telephone, or other form of wired or wireless communication, by mail or private carrier to the address listed in the records of the Corporation. Oral notice is effective when communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective when received or, if delivered by mail, five (5) days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed with first class postage affixed.

Section 14.2 – Limitation on Purposes. Notwithstanding any other provision of these By-Laws, no Director, Officer, Emperor, Empress, 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©3 of the Internal Revenue Code and its regulations as they currently exist or as they may hereafter be amended.

Section 14.3 – Interpretation. The purposes of the Corporation are those set out by those in the Articles of Incorporation. It is the intent of the Corporation to qualify for exemption under Section 501©(3) of the Internal Revenue Code. Therefore, these By-Laws should be interpreted in the fashion and manner to provide for satisfaction of any requirements in Section 501©(3), or any other requirements which pertain to qualifications of exempt organizations and in addition the organization shall be operated in such a manner as to so qualify.

Section 14.4 – Construction. Throughout these By-Laws, the singular shall include the plural, and the plural shall include the singular, and the masculine or neutral shall include the feminine and the feminine shall include the masculine or neutral wherever the context so requires.

Section 14.5 – Text to Control. The headings of Articles and Sections are included solely for convenience of reference. If any conflict between heading and the text of these By-Laws shall exist, the text shall control.

Section 14.6 – Severability. If any provision of the By-Laws is declared by any Civil Court of competent jurisdiction to be invalid for any reason, such invalidity shall not affect the remaining provisions. On the contrary, such remaining provisions shall be fully severable, and these By-Laws