

**AMENDED AND RESTATED BYLAWS OF
JOANN MAXEY ELEMENTARY SCHOOL PARENT-TEACHER ORGANIZATION**

ARTICLE I.

PURPOSE

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Subject, in any event to the foregoing, the specific purposes of the Corporation are to promote a closer relationship between parents and teachers, thereby encouraging cooperation in the education of Maxey Elementary School (the “*School*”) students and developing, between parents and teachers, such united efforts as will secure for all School students the highest advantages in physical, cognitive, social, and personal development. This will be accomplished through an educational plan developed through conferences, committees, projects and programs, and through solicitation of gifts, grants and bequests for the support of such projects and programs.

ARTICLE II.

OFFICES

(a) Principal Office.

The principal place of business of the Corporation and the principal executive offices of the Corporation shall be located in the City of Lincoln, Lancaster County, State of Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

(b) Registered Office.

The registered office of the Corporation may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III.

MEMBERS

(a) General.

The membership of the Corporation shall consist of School family units, School staff, area businesses and organizations and other interested individuals. Membership shall be on a year-to-year basis, based upon the school year. Each member shall be required to pay dues to the Corporation, in

such amounts and at such times as determined by the Board of Directors. Other matters concerning membership in the Corporation, including membership fees and rights and obligations of the members, shall be as determined from time to time by the Board of Directors of the Corporation.

(b) Rights of Members.

At every meeting of members, each member shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the persons present in person. The right of a member to vote and all of a member's interest in or to the Corporation shall cease upon termination of membership. No member shall be entitled to share in the earnings of the Corporation nor to share in a distribution of the Corporate assets upon dissolution of the Corporation. No membership is transferable.

(c) Meetings.

An annual meeting of the members of the Corporation shall be held before the end of each school year at a date, time, and place to be determined by the Board of Directors for the purpose of electing officers and acting upon such matters as may be raised consistent with the requirements of the Nebraska Nonprofit Corporation Act. Other regular meeting dates and times shall be determined by the Board of Directors and announced at the beginning of the school year. Special Meetings of the members may be called at any time by the President, or by a majority of the directors, and shall be called by the President or the Secretary upon the written request of not less than twenty-five percent (25%) of the members.

(d) Notice.

Notice of the time, date and place of the annual meeting and special meetings of the members, together with a description of the purpose or purposes for which the meeting is called, shall be communicated, not less than ten (10) nor more than (60) days before the meeting, upon such person or institution that appears on the books of the Corporation as a member. Notice may be communicated in person, by telephone, by telegraph, by teletype, by other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, by radio, by television, by website, or by other form of public broadcast communication.

(e) Quorum.

At any meeting of the members of the Corporation, a majority of members present and voting on a matter shall constitute a quorum on that matter. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

ARTICLE IV.

BOARD OF DIRECTORS

(a) General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

(b) Number, Tenure, and Qualification.

The number of directors of the Corporation shall be no fewer than five (5) and no greater than fifteen (15), the exact number to be determined by the Board of Directors. The Board of Directors shall consist of the officers of the Corporation, the Principal of the school or representative appointed by the Principal, and up to three teacher representatives appointed by the Principal. The Board of Directors may elect additional directors to the Board, provided that the total number of directors shall be no greater than fifteen (15). Each director shall hold office for a term of one (1) year or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Directors must be members of the Corporation.

(c) Vacancies.

Vacancies on the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. In the discretion of the Board, the Board may also determine not to fill a vacancy until the next annual meeting of the members. Any Director elected to fill a vacancy shall serve until the expiration of the term of the Director whose position he or she was elected to fill.

(d) Annual Meeting/Regular Meetings.

The Board of Directors shall hold its annual meeting after the annual membership meeting at a date, time, and location as may be chosen by the Board of Directors. Other regular meetings of the Board of Directors shall be held at least quarterly at such dates and times as shall be fixed at the Board of Director's first meeting of the school year. The Board of Directors may provide for the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings, without other notice than that furnished by the resolution calling such meeting or meetings.

(e) Special Meetings.

Special meetings of the directors may be called at the request of the President or by a majority of the directors. The person or persons authorized to call special meetings may fix the time and place of the meeting called by them. Special meetings of the board must be preceded by at least two days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of the business because the meeting is not properly called.

(f) Quorum.

A majority of the directors in office shall constitute a quorum for the transaction of business, but if less than a majority is present, a majority of those present may adjourn the meeting from time to time without further notice.

(g) Manner of Acting/Telephone Meeting.

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. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(h) Compensation.

It is the intention of the Board of Directors of the Corporation that directors shall serve in a voluntary capacity without payment or remuneration except reimbursement for out-of-pocket expenses actually incurred by such director. The Board of Directors may by resolution provide for the payment of salaries or fees to a director or directors for specific services rendered to the Corporation.

(i) Resignations.

Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect when accepted by the Board of Directors.

(j) Removal of Directors.

A director elected by the members may be removed without cause by a majority vote of the members present and entitled to vote at a special meeting called expressly for that purpose. A director elected by the board, or an appointed director, may be removed without cause by the vote of two-thirds of the directors then in office. A director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not by the board.

(k) Informal Action by Directors.

Any action required to be taken at a meeting of directors, or any other action which 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 directors.

(l) Budget.

The Board of Directors shall prepare and submit to the Corporation for adoption at the first meeting of the school year, a budget for the school year, and may formulate and submit to the members such recommendations as it may deem advisable.

ARTICLE V.

OFFICERS

(a) Number.

The officers of the Corporation shall be a President, Vice President/President Elect, Secretary, and a Treasurer, each of whom shall be members of the Corporation and shall be elected by the members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President/President Elect. Any office may be held by two persons serving as co-officers. Persons serving as co-officers shall be designated as such when nominated, elected, or appointed. At any meeting of the Board of Directors, the Executive Committee, or other committee of the Corporation, where an officer would be entitled to a vote on a matter, the co-officers shall share one vote on that matter and count only once towards the quorum. In the absence of one co-officer, the other co-officer shall perform the duties of their office and, when so acting, shall have all the powers of and be subject to all the restrictions of that office. If co-officers are unable to resolve an issue in the performance of their duties, the Board of Directors shall resolve the issue.

(b) Election and Term.

The officers shall be elected by the members at their annual meeting. Each officer shall hold office for a period of one (1) year or until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. A person shall not be eligible to serve more than two (2) consecutive years in the same office, unless ratified by a majority of the Board of Directors. Unless resolved to the contrary by the Board of Directors, the Vice President/President Elect shall automatically be nominated for the position of President at such time as the existing President declines a nomination to continue to serve in such capacity.

(c) Removal.

Any officer elected or appointed by the Board of Directors may be removed without cause by the Board of Directors when the best interests of the Corporation would be served thereby, as determined in the sole discretion of the Board of Directors. An officer elected by the members may be removed without cause by a majority vote of the members present and entitled to vote at a special meeting called expressly for that purpose.

(d) Vacancies.

If a co-officer is unable to complete their term of office for any reason, a vacancy does not occur if the remaining co-officer continues in office. If an office is held by one person, that officer may request at any time that the Board of Directors appoint a second person to that office. The Board of Directors may appoint such a person in the same manner in which it would fill a vacancy for that office, and the two shall serve as co-officers. A vacancy in any office which occurs for any reason may be filled by the Board of Directors for the unexpired portion of the term. Each director shall be given two (2) days notice of such election. If a vacancy occurs in the office of President, the Vice

President/President Elect shall assume the presidency and serve notice of a vacancy in the position of Vice President/President Elect. If the office of Vice President/President Elect is held by co-officers, both shall assume the presidency as co-officers.

(e) President.

The President shall preside at all meetings of the members, directors and the Executive Committee. The President shall be the general manager of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and direct operations of the Corporation. With the approval of the Board of Directors, the President may create and appoint special committees as necessary, with the exception of the nominating committee. The President may sign with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for membership in the Corporation, and deeds, mortgages, bond, contracts, bids 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 these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties as may be prescribed by the Bylaws or its Board of Directors from time to time.

(f) Vice President/President Elect.

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President/President Elect shall perform the duties of the President and, when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President/President Elect shall act as chairperson of the nominating committee and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(g) Secretary.

The Secretary Shall:

1. keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as required by law;
2. see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;
3. 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;
4. keep a register of the post office address of each member which shall be furnished to the Secretary by such members;

5. 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, Board of Directors, or Executive Committee; and
6. deliver to the Secretary of State a biennial report as provided in section 21-19,172 of the Nebraska Nonprofit Corporation Act.

(h) 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 sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

1. have charge and custody of and be responsible for all funds and securities of the Corporation;
2. 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 these Bylaws;
3. give regular and full reports to the Board of Directors regarding his or her actions and the status of the books and records of the Corporation; and
4. in general perform all 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.

(i) Salaries.

It is the intention of the Board of Directors of the Corporation that officers of the Corporation shall serve in a voluntary capacity without payment or remuneration except reimbursement for out-of-pocket expenses actually incurred by such officer. The Board of Directors by resolution may provide for the payment of salaries or fees to an officer or officers for specific services rendered to the Corporation.

(j) Loans to Officers and Directors.

The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation

ARTICLE VI.

COMMITTEES

The Board of Directors shall have the authority to create such standing and special committees as it deems fit. Only members of the Corporation shall be eligible to serve in any elective or appointive position. Each chairperson of a standing committee shall be appointed by the President for a term of one (1) year or until the selection of a successor. Each chairperson of a standing committee shall report on a regular basis to the Board of Directors, or to a director or directors designated by the Board of Directors, the activities of their committee. Annually, each chairperson of a standing committee shall prepare a plan of work for the committee under the guidance of the President. No committee work may be undertaken without the consent of the Board of Directors.

(a) Executive Committee.

The Executive Committee of the Board of Directors shall consist of the President, Vice President/President Elect, and the principal of the school. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall have and exercise the authority of the Board of Directors pursuant to the Nebraska Nonprofit Corporation Act at all times when a meeting of the Board of Directors is not in session, provided, however, that the Executive Committee shall not have the authority to authorize any distributions in excess of \$500, approve or recommend to members the dissolution, merger, or the sale, pledge or transfer of all of the Corporation's assets, elect, appoint or remove Directors to fill vacancies on the Board of Directors or any of its committees, or adopt, amend or repeal the Articles or Bylaws of the Corporation. The Executive Committee shall meet from time to time as may be necessary at such time as the President may direct. The Executive Committee shall take no action in conflict with that of the Board of Directors. The Executive Committee shall maintain a written record of its proceeding and shall report its proceeding to the Board of Directors at the next meeting of the full Board of Directors.

(b) Nominating Committee.

There shall be a nominating committee composed of at least three (3) members as designated by the Board of Directors, one of which shall be the Vice President/President Elect. The slate of nominees shall be reported within the month prior to the annual meeting, at which meeting additional nominations may be made from the floor. A nomination for each office shall be one person, or two persons to serve as co-officers. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office. Officers shall be elected by ballot at the annual meeting of members. If there is but one nomination for any office, the election for that office may be by voice vote.

ARTICLE VII.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND CONTRIBUTIONS

(a) Contracts.

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

(b) Loans.

No loans shall be contracted on behalf of the Corporation and no evidences 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 officer or directors.

(c) Checks.

All Checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporations 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.

(d) 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.

(e) Contributions.

Any contributions, bequests or gifts made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

ARTICLE VIII.

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE IX.

ANNUAL AUDIT

The Board of Directors shall select an auditor, auditing committee or an individual who has financial analysis expertise and is not a member of the Executive Committee, Board of Directors, School faculty, or a family member of such, to perform annually, or upon resignation of the Treasurer, an audit of the Corporation's books. This individual shall be approved by the Board of Directors.

ARTICLE X.

SEAL

The Board of Directors may adopt a corporate seal for the use by the Corporation which if adopted, shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words "Corporate Seal", or any abbreviation thereof; provided, however, that the adoption of a corporate seal shall not be mandatory, and the Board of Directors may forego the formal adoption of a corporate seal.

ARTICLE XI.

WAIVER OF NOTICE

Whenever any notice is required to be given to any incorporator or member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Nebraska Nonprofit Corporation Act or any other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII.

MAINTENANCE OF EXEMPT STATUS

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of the 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 the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time. No member, director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation if effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII.

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors.

It is hereby certified that these Amended and Restated Bylaws were unanimously adopted by the Board of Directors of the Corporation as of the 25th day of October, 2011.

Secretary