

**AMENDED AND RESTATED BYLAWS
OF
NEBRASKA FFA FOUNDATION**

**ARTICLE I.
OFFICES**

Section 1. Principal Office. The principal office of the corporation shall be located at such place as shall be determined from time to time by the corporation's Board of Directors. In addition to the corporation's principal office, the corporation may have such other offices, either in or outside the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office and Agent. The registered office and registered agent of the corporation shall be as set forth in the corporation's Articles of Incorporation and may be changed from time to time by the Board of Directors in accordance with the procedures outlined in the Nebraska Nonprofit Corporation Act (the "Act").

**ARTICLE II.
MEMBERS**

The corporation shall not have members.

**ARTICLE III.
DIRECTORS**

Section 1. Number and Qualifications of Directors; Voting Rights. The business and affairs of the corporation shall be managed by a Board of Directors consisting of at least seventeen (17) and no more than twenty-two (22) directors. At least one (1) of the directors shall be a voting member of the governing board of the Nebraska FFA Association, a Nebraska nonprofit corporation (the "FFA Representative"); at least one (1) of the directors shall be a member of the Nebraska FFA Alumni Association (the "Alumni Association Representative"); and at least one (1) of the directors shall be a member of the Nebraska Agricultural Educators Association who is also then serving as a vocational agriculture educator at a Nebraska high school (the "NAEA Representative"). If the corporation has an Executive Director, he or she shall also serve as a director of the corporation. All of the corporation's directors shall be voting members of the Board, except for the FFA Representative, Alumni Association Representative, NAEA Representative and acting Executive Director of the corporation, who shall each serve as ex officio non-voting members of the Board. The number of directors may be increased or decreased from time to time by amending these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Term of Directors. All directors of the corporation, except the corporation's Executive Director, shall be elected by the corporation's Board of

Directors. Each of the directors shall serve for a term of three (3) years, except the corporation's Executive Director, who shall serve on the Board as long as he or she holds such position. Despite the expiration of a director's term, he or she shall continue to serve on the Board of Directors until his or her successor is duly elected and qualified. No director may serve more than two (2) successive terms, except for a director who has served more than two (2) successive terms at the time these Amended and Restated Bylaws are adopted, who may serve out the balance of his or her unexpired term. Newly elected directors shall take office at the next Summer meeting of the Board of Directors held after their election. Partial terms shall be disregarded for purposes of applying the above-referenced term limits.

Section 3. Procedure for Electing Directors. Unless otherwise determined by the Board, directors shall be elected at the Spring meeting of the corporation's Board of Directors, or as soon thereafter as convenient. Prior to electing any director, the Board may (but shall not be required to) appoint three (3) or more of its members to serve as a nominating committee. If a nominating committee is appointed by the Board, the nominating committee shall meet at least sixty (60) days prior to the meeting of the Board of Directors at which one or more directors will be elected, and the nominating committee shall prepare a slate of nominees for election by the Board of Directors. The nominating committee shall nominate only persons who have expressly indicated a willingness to serve on the Board, if elected. Notice of the slated nominees shall be provided to each member of the Board of Directors at least ten (10) days prior to the meeting at which the election of directors is to be held. Additional nominations for persons to serve as directors may be made by any member of the Board of Directors during the meeting at which the election is held. If a person nominated from the floor is present at the meeting, the nominee shall voice his or her consent to have his or her name added to the slate of potential directors. If a person nominated from the floor is not present at the meeting, the director making the nomination from the floor must present, at the time of nomination, a written consent of the nominee stating his or her willingness to serve on the Board, if elected. Following the conclusion of all nominations, the Board of Directors shall elect from the slate of nominees, by majority vote of those directors present at the meeting, the person or persons to fill any seat on the Board of Directors which has become vacant by reason of the expiration of a director's term. A director who has been nominated to serve an additional term may not vote on the election for that seat on the Board, but may be counted for purposes of determining whether a quorum exists.

Section 4. Resignation. A director may resign at any time by delivering written notice thereof to the Executive Director and President of the corporation. If it is the President who is resigning, such notice shall be delivered to the Executive Director and Secretary of the corporation. Any such resignation of a director shall be effective when the notice is delivered, unless the notice specifies a later effective date.

Section 5. Removal; Disqualification. Any director may be removed from the Board at any time, with or without cause, with the affirmative vote of a majority of the voting directors then in office. An FFA Representative, Alumni Association Representative or NAEA Representative who ceases to meet the qualifications for such

position set forth in Section 1 of this Article shall thereafter be disqualified from continuing to serve on the corporation's Board of Directors.

Section 6. Vacancies. Any vacancy on the Board of Directors resulting from the incapacity, death, resignation, removal or disqualification of a director may be filled by majority vote of the directors present at any properly convened meeting of the corporation's Board of Directors at which a quorum is present. A vacancy on the Board of Directors resulting from the incapacity, death, resignation, removal or disqualification of the FFA Representative shall be filled with another voting member of the governing board of the Nebraska FFA Association. Similarly, a vacancy on the Board of Directors resulting from the incapacity, death, resignation, removal or disqualification of the Alumni Association Representative shall be filled with another member of the Nebraska FFA Alumni Association, and a vacancy on the Board of Directors resulting from the incapacity, death, resignation, removal or disqualification of the NAEA Representative shall be filled with another member of the Nebraska Agricultural Educators Association who also then serves as a vocational agriculture educator at a Nebraska high school. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 7. Compensation. By resolution of the Board of Directors, the directors may be reimbursed for their expenses, if any, of attendance at each meeting of the Board of Directors, but shall not be paid any other compensation for attendance. This provision shall not prevent a director from serving the corporation in any other capacity and receiving compensation therefor.

Section 8. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of all the directors then in office, appoint an executive committee and/or one or more other committees. Each such committee shall consist of two (2) or more directors of the corporation who shall serve at the pleasure of the Board of Directors. Any such committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them. The appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

ARTICLE IV. MEETINGS

Section 1. Quorum. A majority of the voting members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided herein or in the corporation's Articles of Incorporation, or as otherwise provided by the Act or other applicable law, the act of a majority of the voting members of the Board present at a meeting where a quorum exists shall be the act of the Board of Directors. If less than a quorum is present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting without further notice.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held during the winter, spring, summer and fall of each year. It is anticipated that the Board's Winter meeting will be held sometime during the month of January, the Board's Spring meeting will be held sometime during the Nebraska FFA Convention, the Board's Summer meeting will be held sometime during the months of June, July or August and the Board's Fall meeting will be held sometime during the months of October or November. Notwithstanding anything herein to the contrary, the date and time of each regular meeting of the Board of Directors, and the place of each such meeting, shall be determined by the Board of Directors, or by the Executive Director or President of the corporation after consultation with the other officers of the corporation. The Board of Directors may at any time provide, by resolution, the date, time and place, either in or outside the State of Nebraska, for additional regular meetings of the Board of Directors which shall be held without other notice than such resolution, unless further notice is required by the corporation's Articles of Incorporation, these Bylaws or the Act because of the nature of the business to be transacted at such meeting or otherwise, in which case notice shall be given as so required.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Executive Director or President of the corporation, or by any three (3) directors then in office, and shall be held at such place, either in or outside the State of Nebraska, and at such date and time as the notice may state.

Section 4. Notice of Meetings. Except for regular meetings of the Board of Directors in which the time, date and place of the meeting has been fixed by resolution of the Board of Directors, notice of the time, date and place of any meeting of the Board of Directors shall be given to each director at least two (2) days prior to the meeting; provided, however, any action which would require approval by members pursuant to the Act if the corporation had members shall not be valid unless each director is given at least seven (7) days prior written notice that the matter will be voted upon at a Board of Directors' meeting or unless notice is waived in accordance with these Bylaws. Notice may be given in any manner permitted by the Act. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. A director's attendance at or participation in a meeting waives any required notice to him or her of the 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 the director does not thereafter vote for or assent to the objected action. 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; provided, however, in the event any matter which would require approval by members of the corporation under the Act if the corporation had members will be voted upon at the meeting of the Board of Directors, the notice of the meeting at which such matter will be voted upon shall specify that such matter will be voted upon at the meeting.

Section 5. Action Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors, or of any committee established by the Board 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, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the directors or committee members in counterparts.

Section 6. Voting. Each director with voting rights shall be entitled to cast one vote on all matters which properly come before any meeting of the Board of Directors.

Section 7. Telephone Participation. Members of the Board of Directors or of any committee established by the Board of Directors may participate in a meeting of the Board of Directors or such committee 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.

ARTICLE V. OFFICERS AND AGENTS

Section 1. Number, Qualifications and Term. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, who shall have such duties and authority as set forth in Section 6 of this Article. The corporation's Board of Directors shall have authority to elect or appoint such additional officers for the corporation as they deem necessary or appropriate with such duties and authority as shall be assigned to them by the Board of Directors. No person may simultaneously hold more than one office in the corporation. All officers must be voting members of the corporation's Board of Directors. Unless otherwise determined by the Board of Directors, newly elected officers shall take office at the next Summer meeting of the Board of Directors held after their election.

Section 2. Election and Tenure. Unless otherwise determined by the Board, the officers of the corporation shall be elected each year by the Board of Directors at its Spring meeting, or as soon thereafter as convenient. Each officer shall hold office until his or her successor is duly elected and qualified, unless his or her service is terminated sooner because of incapacity, death, resignation, removal, disqualification or otherwise.

Section 3. Resignation. An officer may resign at any time by delivering written notice thereof to the Executive Director and President of the corporation. If it is the President who is resigning, such notice shall be delivered to the Executive Director and Secretary of the corporation. Any such resignation of an officer is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4. Removal. Any officer or agent of the corporation elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed and such person's right to remain on the Board of Directors until removed therefrom in accordance with the provisions of Article III hereof. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in an office due to incapacity, death, resignation, removal, disqualification or otherwise may be filled by appointment of the Board of Directors for the unexpired portion of the term for which the appointed officer's predecessor was elected.

Section 6. Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, deeds, mortgages, deeds of trust, bonds, leases, contracts 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 these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice-President. In the absence of the President, or in the event of his or her death or his or her inability or refusal to act, the Vice-President 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 Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall: (i) see that minutes of the meetings of the Board of Directors are timely prepared and distributed; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) serve as the custodian of the corporate records; (iv) upon request, authenticate records of the corporation; and (v) 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.

(d) Treasurer. The Treasurer shall: (i) have charge and custody and be responsible for all funds and securities of the corporation; (ii) receive and give

receipts for all securities and monies due and payable to the corporation from any source whatsoever; (iii) deposit all such monies in the name of the corporation in such banks, trust companies or other depositories designated by the Board of Directors; and (iv) 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. If required by the Board of Directors, the Treasurer shall be bonded 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.

Section 7. Appointment, Duties and Authority of Agents. The corporation's Board of Directors shall have authority to elect, appoint or hire such additional agents and employees for the corporation as it deems necessary or appropriate with such duties and authority as shall be assigned to them by the Board of Directors. Without limiting the scope of the foregoing, the Board of Directors shall have authority to hire an Executive Director who shall serve at the pleasure of the Board and to whom may be delegated some of the duties and authority of the officers. Likewise, the Board of Directors shall have authority to engage an outside bookkeeper or accountant who shall serve at the pleasure of the Board of Directors and to whom may be delegated some of the duties and responsibilities assigned to the Secretary and Treasurer of the corporation. If an agent or employee is engaged by the Board of Directors to carry out one or more of the functions of any of the officers of the corporation, the officer otherwise responsible for carrying out such duties shall be relieved of having to perform such duties and responsibilities.

ARTICLE VI.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND VOTING OF SECURITIES

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or any other person shall have any authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loans shall be contracted on behalf of the corporation unless authorized by resolution of the Board of Directors, and any such authority granted by the Board of Directors may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or any other person shall have authority to bind the corporation to any indebtedness or to render the corporation liable for the repayment of same. The corporation shall not lend money to or guarantee an obligation of any director, officer or agent of the corporation.

Section 3. Checks, Drafts, Etc. All checks, drafts, other orders for payment of money, notes and other evidences of indebtedness issued in the name of the corporation shall be signed by the officer(s) or agent(s) of the corporation designated by the Board of Directors.

Section 4. Deposits. The 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 designate.

Section 5. Voting of Securities. Unless otherwise directed by a resolution adopted by the Board of Directors, the President shall have full power and authority to exercise on behalf of the corporation, either in person or by proxy, all voting rights and all other rights and powers incident to any securities owned by the corporation.

ARTICLE VII.
GIFTS AND INVESTMENTS

Section 1. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise (a "gift") for one or more of the purposes of the corporation as set forth in the corporation's Articles of Incorporation, as amended or restated from time to time. Upon acceptance of a gift with restrictions or specifications regarding the use or investment thereof, the corporation shall exercise its best efforts to honor such restrictions or specifications. The Board of Directors reserves the right to reject any gift made to the corporation and shall be required to do so if the restrictions or specifications attached thereto would directly or indirectly jeopardize the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or would render the corporation a private foundation as defined in Section 509 of the Internal Revenue Code.

Section 2. Investments. The corporation shall have the right, subject to any restrictions contained in the corporation's Articles of Incorporation or these Bylaws, as amended or restated from time to time, to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restrictions; provided, however, no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial or revocation of the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or would result in the corporation being classified as a private foundation under Section 509 of the Internal Revenue Code.

ARTICLE VIII.
INDEMNIFICATION OF DIRECTORS, OFFICERS
EMPLOYEES AND AGENTS

Section 1. Scope of Indemnification. To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, agent or other representative of the corporation, or is or was

serving at the request of the corporation as a director, officer, employee, agent or other representative of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee, agent or other representative of an employee benefit plan, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance. To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or other representative of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

Section 3. Exclusivity. The indemnity provided for by this Article VIII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VIII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws.

ARTICLE IX. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of August and end on the last day of July.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of the Articles of Incorporation, these Bylaws or the Act, 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 equivalent to the giving of such notice, and any such notice shall be filed with the corporation's minutes or corporate records.

Section 3. Emergency Bylaws. The Board of Directors may adopt separate emergency bylaws which shall become effective only if a quorum of the directors cannot be readily assembled because of some catastrophic event. All provisions of these Bylaws, which are consistent with the emergency bylaws, shall remain effective during the emergency. The emergency bylaws shall not be effective after the emergency has ended.

Section 4. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. To be effective, the amendment must be approved by a majority of the voting directors then in office. Notice shall be provided of any meeting

of directors at which an amendment to the Bylaws is to be voted upon. The notice shall be in writing and shall be delivered to each director at least seven (7) days prior to the date of the meeting in the same manner in which notice of any special meeting of the Board of Directors is to be delivered, as set forth in Article IV of these Bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 5. Exempt Activity. Notwithstanding anything to the contrary in these Bylaws or the corporation's Articles of Incorporation, no director, officer, employee, agent or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation which could directly or indirectly jeopardize the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or result in the corporation being classified as a private foundation under Section 509 of the Internal Revenue Code.

Dated: 7/30, 2018

By: Board Secretary 