

**BYLAWS OF
HOBY NEBRASKA**

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation shall be located in Omaha, Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska as the affairs of the Corporation may require from time to time.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office 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 II

MEMBERS

Section 1. The Corporation shall have no Members.

ARTICLE III

DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-laws and the laws of the State of Nebraska, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number and Qualification. The number of the initial Directors shall be twelve (12). The authorized number of Directors of the Corporation shall be not less than twelve (12), nor more than twenty (20), the final number to be determined by an action of the Directors.

Directors should reflect the geographic diversity of the organization's constituency and possess a broad base of individual expertise with which to advise the officers of the corporation and to manage the corporation's affairs.

Section 3.

3.1 Election and Term of Office. Subject to the provisions of Article III, Section 2. of these Bylaws, (i) the Directors shall be elected at each annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose; (ii) the term of office of the initial Directors and all subsequent Directors shall be so arranged so that one-third (1/3) of the terms of the Directors expire each year; thereafter, each newly-elected Director shall hold office for three (3) years and until his or her successor is elected and qualified, or until his or her death, resignation or removal; (iii) Directors may be re-elected to serve more than one term in office, but may not serve more than six consecutive years in such office.

Section 4. Resignation. A Director may resign at any time by giving written notice to the secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Director may be removed from office, with or without cause, by the Board of Directors.

Section 6. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by the action of the remaining Board of Directors (though the remaining Directors may constitute less than a quorum). Each Director so elected shall hold office for the unexpired portion of the term he was elected to fill and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 7. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of designation by the board, as the president shall designate. An annual meeting of the Board of Directors shall be held without other notice than this By-law during the month January of each year at the principal office of the Corporation for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year on the date herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be valid and effectual as if had or transacted at the annual meeting on the date herein provided.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the president of the Corporation, or if the president is absent or is unable or refuses to act, by any three (3) Directors.

Section 9. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or outside the state of Nebraska which may be designated from time to time by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

Section 10. Notices. Notice of any regular or special meeting of the Board of Directors (other than the annual meeting described in Section 7 of Article III of these By-laws), in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than forty-five (45) days prior to the date of the meeting, but at least forty-eight (48) hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five (5) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at his or her last address as it appears on the records of the Corporation. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 12. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 13. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the law, the Articles of Incorporation or these By-laws require a greater proportion.

Section 14. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 15. Organization. The president of the Corporation, or in his absence, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The secretary of the Corporation, or in his or her absence any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 16. Compensation. No Director may receive compensation for their services as Director, though on resolution of the Board of Directors may receive reimbursement of expenses of attendance at any meeting of the Board, in amounts not exceeding the sums set forth in the Lions Clubs International Rules of Audit. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving compensation therefore.

Section 17. Committees; Advisors. The President, with the consent of the Board of Directors, may designate one or more committees, which to the extent provided in resolutions or in these By-laws, shall have and may exercise when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees pursuant to this section. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

Section 18. Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or 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.

Section 19. Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, at a special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 5.

Section 20. Proxies. Proxies shall not be allowed or used.

ARTICLE IV

OFFICERS

Section 1. Officers. The Corporation shall have a president, a vice-president, a secretary, a treasurer and such other officers as the Directors may appoint. No two of said offices may be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen for a three year term of office by the Board of Directors (provided, however, the initial president and treasurer shall have initial terms of three years, the initial vice-president and secretary shall have terms of two and one years, respectively), and each shall hold his or her office until a successor shall have been duly elected and qualified, or until his or her death, resignation or removal. Officers are not eligible to succeed themselves in office.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office, either with or without cause, by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby.

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

Section 6. President. The president shall have such responsibilities and powers as may be delegated to him or her by the Board of Directors, and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation. The president shall have such other powers and duties as may be prescribed by these By-laws. The president shall, whenever it may in his or her opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these By-laws and the directions of the Board of Directors. The president shall be a member of all committees, other than the nominating committee, by reason of his or her office.

Section 7. Vice-President. The vice-president shall

- (a) Act as the chief executive officer of the corporation in the absence or illness of the president.
- (b) Serve on such committees and perform such additional duties as may be requested by the Board of Directors or the president.

Section 8. Secretary. The secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of its By-laws, as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof give, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

(d) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(e) Exhibit at all reasonable times to any Director, upon application, the By-laws and minutes of proceedings of the Board of Directors and committees thereof of the Corporation.

(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 him or her by the Board of Directors.

Section 9. Treasurer. The treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, including an accounting of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit at all reasonable times the books of account and records to any Director during business hours at the office of the Corporation where such books and records are kept.

(d) Render a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and a full financial report at the annual meeting of the Board of Directors.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. The officers, together with a Leadership Seminar Chair, a Leadership Seminar Vice-Chair, Community Leadership Workshop (CLEW) Chair, Ambassador Advisor, and the President of the Alumni Association of HOBY Nebraska, shall constitute the Executive Committee. A majority of such committee shall act for the full Board of Directors between such Board's meetings or when a special meeting of the Board is impractical.

ARTICLE VI

ADDITIONAL COMMITTEES

Section 1. The president, with the consent of the Board of Directors, may establish such committees as are appropriate from time to time, with the duties and responsibilities of same determined by the Board of Directors.

Section 2. Leadership Seminar Committee. There shall be a committee appointed to create and be responsible for an annual youth leadership seminar.

Section 3. Community Leadership Workshop Committee. There shall be a committee appointed to create and be responsible for community leadership workshops.

Section 4. Nominating Committee. There shall be a committee of three Directors, not including the president, appointed by the president, no less than sixty days prior to the annual meeting. It shall be the duty of the Nominating Committee to provide nominations for the officer or director vacancies anticipated to exist at such annual meeting. Additional nominations may be made at such annual meeting by any director entitled to vote on such election.

ARTICLE VII

INSTRUMENTS; BANK ACCOUNTS; CHECKS AND DRAFTS; LOANS; SECURITIES

Section 1. Execution of Instruments. Except as is otherwise provided in these By-laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Director may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-laws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the president or any vice-president or the treasurer or any assistant treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. 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 or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

To the extent permitted by law, the Corporation may 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, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation 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.

To the extent permitted by law, the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit 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.

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 or agent 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.

The indemnity provided for by this Article VI 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 VI 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 the Bylaws.

ARTICLE IX

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in 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 the dissolution of the Corporation.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31, unless some other fiscal year is fixed by resolution of the Board of Directors.

Section 2. Corporate Seal. No corporate seal shall be used by the Corporation.

Section 3. Amendment. All or any portion of these By-laws may be amended or repealed by the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation present at a meeting thereof, provided that notice of such proposed amendment must have been given to the Directors no less than fourteen days prior to such meeting.

Section 4. Gender. Words imparting a particular number or gender shall include the other numbers and genders where the context requires.

Section 5. Roberts Rules of Order. In all cases where applicable, and not inconsistent with these Bylaws, parliamentary procedure of this Corporation shall be as set forth in Roberts Rules of Order, Newly Revised.

Section 6. HOBY International. This corporation shall obtain a charter from HOBY International, and key volunteers shall be subject to the approval of the Board of Directors and of HOBY International.
November ____, 2003.

Secretary