

**BYLAWS
OF
NEBRASKA JOURNALISM TRUST**

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of NEBRASKA JOURNALISM TRUST (hereinafter the “Corporation”) shall be located in Douglas County, Nebraska. The initial principal office of the Corporation shall be 1805, N. 59th Street, Omaha, NE 68104-4835. 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. Membership. The Corporation shall not have Members.

**ARTICLE III
DIRECTORS**

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws 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 no less than three (3) and no more than thirteen (13). Thereafter, the number of Directors may be changed from time to time by amendment to these Bylaws, provided that the authorized number of Directors of the Corporation shall be not less than three (3). Directors need not be residents of the State of Nebraska.

Section 3. Ex Officio Director. In addition to the regular members of the Board of Directors, the Corporation’s Executive Director shall serve as an ex-officio non-voting member of the Board of Directors unless such person is otherwise elected to serve as a Board member.

Section 4. Election and Term of Office of Non Ex Officio Directors. Subject to the provisions of Article III, Section 2. of these Bylaws, (i) the non ex officio 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) each non ex officio 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; (iv) the term of office of the initial five (5) Directors and all subsequent non ex officio Directors shall be so arranged so that approximately one-third (1/3) of the terms of the Directors expire each year; (v) the term of office of a Director shall be three (3) years except that one and two year terms may be assigned to Directors to establish the principle of one-third of the terms of Directors expiring annually; and (vi) no elected Director shall continue to serve as a Director after having served three (3) consecutive three-year terms, except that:

- (a) a person who has filled a vacancy for a period of two (2) years or less also may serve three (3) consecutive three-year terms;
- (b) a Director who has served three (3) consecutive three-year terms shall be eligible for re-election after an absence of one (1) year; and
- (c) the immediate past Chairman may remain on the Board of Directors for one (1) year beyond the three (3) consecutive three-year terms.

Section 5. 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 6. Removal. Any individual Director may be removed from office, with or without cause, at any time by unanimous vote of the Board of Directors, excluding the Director whose removal is under consideration.

Section 7. Vacancies. 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 Board of Directors. 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 8. 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 of the Corporation shall designate. An annual meeting of the Board of Directors shall be held without other notice than this Bylaw during the month of January of each year at the principal office of the Corporation for the purpose of electing officers 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 therefor, 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 transacted at the annual meeting on the date herein provided.

Section 9. 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 a vice-president, or by two-thirds of the Directors.

Section 10. 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. Other than the annual meeting, any meeting of the Board of Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11. Notices. Notice of any regular or special meeting of the Board of Directors (other than the annual meeting described in Section 8 of Article III of these Bylaws), 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 three (3) days 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.

Section 12. 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 13. 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 14. 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 Bylaws require a greater

proportion.

Section 15. 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 16. Organization. The Board of Directors shall elect its Chairman and one or more Vice-Chairmen from among the members of the Board. The Chairman shall preside at all meetings of the Board of Directors at which he is present; any Vice-Chairman shall preside at such meetings in the Chairman's absence. The Chairman and Vice-Chairmen shall be elected for a term of one year, but shall automatically cease to be Chairman and Vice-Chairman, respectively, upon termination of directorship on the Board of Directors.

Section 17. Compensation. Directors shall serve without compensation for their services as Directors. Upon resolution of the Board of Directors, the Directors may receive reimbursement of expenses of attendance at any meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving compensation therefor.

Section 18. Committees. (a) The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of two (2) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, 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 Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. 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. The officers of the Board of Directors and one additional Board member elected by the Board of Directors will constitute the Executive Committee of the Board of Directors. They shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Corporation when the Board is not in session except action with respect to election of officers. Duties of the Executive Committee will include serving as a nominating committee for board member elections. The Executive Committee will also perform an annual performance evaluation seeking input from all members of the Board. The Executive Committee will determine compensation for the Executive Director/Chief Executive Officer of the Nebraska Journalism Trust. The Executive Committee shall report to the full Board of Directors actions taken on behalf of the Board.

(b) Other committees not having and exercising the authority of the Board of

Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the President. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

(c) Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

(d) One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

(e) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

(f) Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

(g) Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

(h) Committees may consist of individuals who are not Directors.

Section 19. 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, video, 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 20. Journalistic Decisions. Members of the Board of Directors shall avoid exercising control over journalistic decisions, including, but not limited to, selection of story ideas, publication dates and formats, and publication partners, which shall be responsibilities of the Executive Director. The Executive Director shall keep the Board of Directors informed of major journalistic decisions and will welcome advice and comment from the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The Corporation shall have a president, one or more vice-presidents,

a secretary, a treasurer and such other officers as the Directors may appoint. Any two or more of said offices may be held by the same person, except that the offices of president and secretary and the offices of president and vice-president may not be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors, 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.

Section 3. The Executive Director. In addition to the foregoing elected officers, the Board of Directors shall be empowered to hire and may remove an Executive Director who shall be the top management official of the Corporation having chief responsibility for fundraising, the Corporation's operations, and 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 Executive Director shall serve in such capacity at the pleasure of the Board of Directors, and Section 2 of this Article IV shall not apply to the Executive Director.

Section 4. 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 5. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 6. 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 7. 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 Bylaws to some other officer or agent of the Corporation. The president shall have such other powers and duties as may be prescribed by these Bylaws. 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 Bylaws and the directions of the Board of Directors.

Section 8. Vice-President. In the absence or disability of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. If at any such time the Corporation has more than one vice-president, the duties and powers of the president shall pass to the vice-presidents in

order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the vice president designated by the Board of Directors. The vice-presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.

Section 9. Secretary. The secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Bylaws, 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 Bylaws 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 Bylaws 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 10. 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.

Section 11. Assistants. The Board of Directors may appoint one or more assistant treasurers and one or more assistant secretaries to perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors. The assistant secretaries, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurers, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer.

Section 12. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation, by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE V

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

Section 1. Execution of Instruments. Except as is otherwise provided in these Bylaws, 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 Bylaws 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 Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, 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.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest in stocks, bonds or securities, owned or held by this Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock.

ARTICLE VI

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 VII **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 VIII **MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless some other fiscal year is fixed by resolution of the Board of Directors.

Section 2. Corporate Seal. The Corporation have no seal.

Section 3. Amendment. All or any portion of these Bylaws may be amended or repealed by the vote of at least two-thirds (2/3) of the members of the Board of Directors.

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

Section 5. Cumulative Voting. The Corporation shall not have cumulative voting for any purpose. Voting privileges shall not be split, assigned, or otherwise altered by the Board of Directors or by any Director.

Section 6. Proxies. The Corporation shall not permit voting by proxy in any form at any meeting of the Corporation. Only elected Directors may exercise their individual single vote.