

BYLAWS
OF
THE MATCH CLUB

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ARTICLE I

Offices

Section 1. The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster.

Section 2. 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 II

MEMBERS

Section 1. Purpose of Membership. Membership in the corporation indicates and provides support for the organization's purposes as set forth in Article IV of the Articles of Incorporation.

Section 2. Qualifications. The members of the Corporation shall be all individuals or families who have paid dues to the Corporation for the current year.

Section 3. Current-Members. The current members of the Corporation include those persons as described in Section 2 above.

Section 4. New Members. Any new member will be bound by the Articles of Incorporation and the Bylaws then in effect or subsequently adopted.

Section 5. Withdrawal of Membership. A member may withdraw from the Corporation on written notice to the Board of Directors or non-payment of dues.

Section 6. Election and Qualification of Directors. Directors shall be elected by a vote of the Board of Directors. The number of Board members shall be determined by the Board of Directors. Directors shall be elected to two-year terms, approximately half of those Directors to stand election every other year. Any individual who is a member of the organization, or one of a Member-couple, shall be eligible to serve as a Director.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall have power:

- (a) To make policy for the Corporation consistent with its purpose.
- (b) To make rules and regulations, both for the administrative and the educational functioning of the Corporation.
- (c) To solicit funds for financing and service to carry out the program of the Corporation.
- (d) To appropriate and authorize expenditures of funds to further the purposes of the Corporation. All funds shall be delivered to the Husker Athletic Fund for deposit in an account of the Corporation.

Section 2. Board Membership. The Board of Directors, or Board, shall consist of the elected Directors and the past President of the Corporation who shall be a voting member of the Board for one year following his or her term of office regardless of whether or not his or her elected term on the Board has expired.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held at least once each year at such place as may be designated. The Board of Directors may provide by resolution the time for holding such regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice of Special Meetings. Notice of any special meetings shall be given at least two days previous thereto by written notice delivered personally or mailed to each Director at his/her business address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The presence of any Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 6. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

Section 7. Manner of Actions. Unless otherwise specified in the Articles of Incorporation or the Bylaws, the act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy on the Board of Directors, except for the position of the past President, may be filled by The Board for the unexpired term.

Section 9. Compensation. Members of the Board of Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Number and Election. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be Directors of the Corporation for that year. The Board of Directors at the first meeting after the election of Directors shall elect the President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. Other members of the organization may be appointed to committees by the Board from among the Directors or members as the Board deems necessary. Members of the organization who are appointed as committee members but are not voting members of the Board of Directors are not made voting members by virtue of appointment to a committee.

Section 2. Term of Office. Each officer shall hold office until his or her successor shall have been duly elected, or appointed as provided in the Bylaws, or until his or her death, resignation, or removal from office by a majority vote of the Board.

Section 3. Removal. Any officer or agent 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other property officer of the Corporation thereunto authorized by the Board of Directors, any 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 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 Board of Directors from time to time.

Section 6. The Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one Vice President, in the order designated at the time of their election, or in absence of any designation, then in the order of their election) 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. Any Vice President may perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall:

- (a) Keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) 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;
- (d) Keep a register of the post office address of each member which shall be furnished to the Secretary by such member;
- (e) 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/her by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of Article V of these Bylaws;
- (b) provide financial statements at each Board meeting; and
- (c) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. 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 authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, 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 from time to time be determined by resolution of the Board of Directors.

Section 4. 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.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VII

SEAL

The Board of Directors shall provide a Corporate seal which shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words "Corporate Seal."

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Corporation or under the provisions of the Nebraska Nonprofit Corporation 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 deemed equivalent to the giving of such notice.

ARTICLE IX

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, provided, however, that these Bylaws shall not be amended without the unanimous consent of the Directors unless seven (7) days written notice of any meeting called for the purpose of amending the Bylaws is delivered to each Director.