

**BYLAWS OF
BESS STREETER ALDRICH PARENT-TEACHER ORGANIZATION**

ARTICLE I

Name, Purpose and Office

Section 1. Name. The name of the corporation is Bess Streeter Aldrich Parent-Teacher Organization (hereinafter referred to as the "Corporation").

Section 2. Purpose. The Corporation is organized and shall be operated for the purpose of supporting the education of children at Bess Streeter Aldrich Elementary School (the "School") by fostering relationships among the School, parents, teachers and staff. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no Director, Officer or Member of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 3. Principal Office. The principal office of the Corporation shall be located at Bess Streeter Aldrich Elementary School, 506 North 162nd Avenue, Omaha, Nebraska, 68118. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board may determine or as the affairs of the Corporation may require from time to time.

Section 4. Registered Agent and Office. The Corporation shall have, and continuously maintain, a registered office in the State of Nebraska and a registered agent whose office is identical to such registered office. The registered office may be, but need not be identical with the principal office of the Corporation in the State of Nebraska, and the address of such registered office may be changed by the Board of Directors from time to time.

ARTICLE II

Board of Directors

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the authority of the Board of Directors (the "Board").

Section 2. Number. The Board shall consist of not less than three (3) and not more than twenty (20) Directors. The number of Directors may be increased or decreased from time to time by a vote of a majority of the Members. Although the number and qualifications of the Directors may be changed from time to time by

amendment of these Bylaws, no change shall affect the incumbent Directors during the terms for which they were elected.

Section 3. Term. The term for each Director shall begin on June 1st of the calendar year in which he or she is elected and shall continue for a period of one (1) year. A Director may serve for unlimited consecutive terms. Directors shall serve until their successors have been appointed and qualified unless their service is earlier terminated because of death, disability, resignation or removal.

Section 4. Election. The Board shall be elected by the Members at the annual meeting from a slate presented by the Nominating Committee. The Nominating Committee shall report its nominees for office to the Members and the Board of Directors no less than thirty (30) days prior to the annual meeting. Members may make additional nominations from the floor, so long as provided to the Nominating Committee within ten (10) days after the Nominating Committee reports its nominees for office to the Members. The Nominating Committee shall ensure that each nominee is a Member in good standing for at least thirty (30) days prior to nomination and has given his or her consent to serve, if elected. The Nominating Committee shall provide each nominee with a biographical questionnaire, which such nominee shall complete and return to the Nominating Committee no less than ten (10) days prior to the annual meeting. The Nominating Committee shall make the completed questionnaires available to the Members immediately thereafter.

Section 5. Ex Officio Members. The Principal of Bess Aldrich Elementary School shall serve as an ex officio member of the Board to act as an advisor to the Board and Officers. The Principal shall not be a voting member of the Board and shall not be counted for purposes of determining a quorum.

Section 6. Resignation. A Director may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Directors may fill the pending vacancy immediately or may provide that the successor does not take office until the effective date.

Section 7. Removal. At a meeting of the Members, any Director of this Corporation may be removed, with or without cause, by a majority vote of the Members whenever it will serve the best interests of the Corporation in the judgment of the voting Members. Any Director removed shall receive written notice of such removal.

Section 8. Regular Meetings. The regular annual meeting of the Board shall be held each year at a date prior to the first regular meeting of the Members in the school year.

Section 9. Special Meetings. Special meetings of the Board may be called by or at the written request of the President or a majority of the members of the Board. The person or persons authorized to call special meetings of the Board may fix any

date, time and place as the place for holding any special meeting of the Board called by them.

Section 10. Notice. Notice of any meeting shall be given to each Director personally, by mail, telephone, electronic mail, facsimile or equivalent service at least three (3) days prior to the date of the meeting. Such notice shall state the time, date and place of the meeting. Such notice shall state the purpose of the meeting when required by law. Notice is deemed given when sent. Notice of a meeting may be waived before, during or after any such meeting in writing signed by such person entitled to notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. One-half (1/2) of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may attend any regular or special meeting in person, by telephonic or video conference call or by any other reasonable means which allows for actual participation in the meeting of the Board.

Section 12. Manner of Acting. Each Director shall have one vote. Except as otherwise expressly provided herein or in the Articles of Incorporation or by Nebraska law, any action may be taken upon the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

Section 13. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee of the Board at a meeting may be taken without a meeting if a consent is in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members authorized to vote at Board or committee meetings. Such consent shall have the same effect as a unanimous vote taken at a regular or special meeting. Such consent may be signed in counterparts.

Section 15. Compensation. By resolution of the Board of Directors, each Director may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors, but shall not be compensated for his or her services as Director. If

compensation were to be paid for any reason despite this provision, it shall be approved in advance after compliance with the Corporation's Conflict of Interest Policy, it shall be appropriately documented in writing and it shall be based in part on information about compensation paid by similarly situated organizations and/or current compensation surveys compiled by independent firms.

ARTICLE III

Officers

Section 1. Number and Position. The Officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President, each of whom shall be elected by the Board. Such other Officers, as may be deemed necessary, may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. To be eligible to serve as an Officer, a person must be a member of the Board. A person shall not be eligible to serve more than two (2) consecutive terms in the same office.

Section 2. Term. Each Officer, other than Treasurer, shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, until death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Treasurer shall hold office for a term of two (2) years or until his or her successor shall have been duly elected and shall have qualified, until death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Upon expiration, resignation or removal, each Officer shall turn over to the President without delay all records, books and other materials pertaining to the office and shall return to the Treasurer without delay all funds pertaining to the office.

Section 3. Election. The Officers of the Corporation shall be elected annually by the Members at the annual meeting. There shall be no election of President, as the President-Elect assumes the office of President after the President's term expired. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The remaining Directors shall elect an Officer to fill any vacancy that occurs or fill a new Officer position created by the Board. Elections shall be done by written ballot and by a majority of votes cast. If there is only one (1) nominee for any office, election for that office may be by voice vote. Officers shall assume their official duties following the close of the meeting at which they are elected though current Officers shall complete any business and commitments for the current school year.

Section 4. Resignation. An Officer may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy immediately or may provide that the successor

does not take office until the effective date. Resignation as an Officer shall also be deemed to be a resignation as a Director.

Section 5. Removal. At a meeting of the Members, any Officer of this Corporation may be removed, with or without cause, by a majority vote of the Members whenever it will serve the best interests of the Corporation in the judgment of the voting Members. Any Officer removed shall receive written notice of such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section 6. President. The President shall in general supervise and control all of the business and affairs of the Corporation and serve as chief executive Officer. The President shall ensure that all Board policies and resolutions are carried out. The President shall, when present, preside at all meetings of the Board or the Members. He or she may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board, any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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. The President shall assign committee members and committee chairs to all committees other than the Nominating Committee, subject to ratification by the Board, and shall be an ex officio member of all committees other than the Nominating Committee. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 7. President-Elect. The President-Elect shall act as assistant to the President. In the absence of the President or in the event of the President's death, inability or refusal to act, the President-Elect 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 President-Elect shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board and the Members 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; (d) keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; (e) keep a current roster of the Members of the Corporation; and (f) 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.

Section 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust

companies or other depositories; (c) work with the Board to annually develop, review and advise on a budget for the Corporation; (d) review financial statements of the Corporation and present the reports of financial activity to the Board; (e) be responsible for completing and filing all tax returns and other forms required by government agencies, including but not limited to Form 990; and (f) 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 by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

Section 10. Immediate Past President. The Immediate Past President shall: (a) act as chairperson of the Nominating Committee; (b) attend all meetings of the Board and of the Members; and (c) in general, perform all of the duties incident to the office of Immediate Past President and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE IV

Members

Section 1. Qualifications. Any parent, guardian or other adult standing in loco parentis for a student at the School, or any teacher or staff person employed by the School, may become a member upon such terms and conditions as prescribed by the Board, including but not limited to the payment of dues in the amount set by the Board (each a "Member" and collectively the "Members"). A Member is in good standing only if he or she is current in membership due payment and is reflected on the current membership roster. Each individual is limited to one paid membership.

Section 2. Enrollment. The Corporation shall conduct an annual enrollment of Members, but may admit persons as Members at any time. The annual expiration date for membership in the Corporation shall be August 1st of each year. The Corporation shall keep a current roster of Members at all times.

Section 3. Regular Meetings. The regular annual meeting of the Members shall be held each year during the month of May at a time and place to be determined by the Board. At the annual meeting, the Members shall elect the Board and Officers. At the first regular meeting of the school year, the Members shall approve the budget. Including the annual meeting, the corporation shall have at least four (4) regular meetings during each school year.

Section 4. Special Meetings. Special meetings of the Members may be called by or at the written request of the President, by a majority of the Board, or by a majority of the Members. The person or persons authorized to call special meetings of the Members may fix any date, time and place as the place for holding any special meeting of the Members called by them.

Section 5. Notice. Notice of any meeting shall be given to each Member personally, by mail, telephone, electronic mail, facsimile or equivalent service. Notice of regular meetings of the Members shall be determined by the Board and announced at the beginning of the school year; no further notice of such regular meetings shall be necessary. Notice shall be provided at least thirty (30) days prior to the date of the annual meeting, at least five (5) days prior to the date of any rescheduled regular meeting, and at least five (5) days prior to the date of any special meeting. Such notice shall state the time, date and place of the meeting. Such notice shall state the purpose of the meeting when required by law. Notice is deemed given when sent. Notice of a meeting may be waived before, during or after any such meeting in writing signed by such person entitled to notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. Whatever Members are in attendance at a duly noticed meeting shall constitute a quorum for the transaction of business at any meeting of the Members. There is no minimum number or proportion of Members necessary for a quorum. A majority of the Members present may adjourn the meeting from time to time without further notice. Members may attend any regular or special meeting in person, by telephonic or video conference call or by any other reasonable means which allows for actual participation in the meeting of the Board.

Section 7. Manner of Acting. Each Member shall have one vote. Except as otherwise expressly provided herein or in the Articles of Incorporation or by Nebraska law, any action may be taken upon the affirmative vote of a majority of the Members present at a meeting at which a quorum is present. Proxy voting shall not be allowed.

Section 8. Presumption of Assent. A Member who is present at a meeting of the Members at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Member shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Members at a meeting may be taken without a meeting if a consent is in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) all of the Members authorized to vote on such matter. Such consent shall have the same effect as a vote taken at a regular or special meeting. Such consent may be signed in counterparts.

ARTICLE V

Committees

Section 1. Committees. Committees may be formed as needed at the recommendation of the President and upon resolution adopted by a majority of the Board. The membership and authority of any such committee shall be set forth in the Board resolution creating the committee. Only Members in good standing are eligible to serve on committees.

Section 2. Meetings. All committees shall meet at such times and places as designated by the chairperson of such committee and as often as necessary to accomplish their duties. All committees shall maintain written minutes of meetings, which shall be available to all Directors. Each committee shall report to the Board as necessary.

Section 3. Term. Each committee chairperson shall serve until his or her successor shall have been duly elected and shall have qualified, or until death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Upon expiration, resignation or removal, each committee chairperson shall turn over to the President without delay all records, books and other materials pertaining to the office and shall return to the Treasurer without delay all funds pertaining to the office.

Section 4. Resignation. A committee chairperson may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy immediately or may provide that the successor does not take office until the effective date.

Section 5. Removal. At a meeting of the Board, any committee chairperson of this Corporation may be removed, with or without cause, by a majority vote of the Board whenever it will serve the best interests of the Corporation in the judgment of the voting Directors. Any committee chairperson removed shall receive written notice of such removal.

Section 6. Nominating Committee. The Corporation shall have a Nominating Committee responsible for nominating one candidate for each elective office to be filled. The Nominating Committee shall be comprised of an odd number of at least five (5) members and two (2) alternates, all of whom must be current Members in good standing. The Immediate Past President shall always be a member and the chair of the Nominating Committee and shall serve a one (1) year term. The remaining members and alternates shall each serve a two (2) year rotating term, under which two (2) members and one (1) alternate are elected each year. The members of the Nominating Committee shall be elected by the Members at a meeting of the Members no less than two (2) months prior to the annual meeting. If a Nominating Committee member is unable to continue to serve, the alternate elected in the same year as such member

shall take such member's place; if such alternate is unavailable, the other alternate shall take such member's place.

ARTICLE VI

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

Section 2. Corporate Seal. The Corporation shall not have a corporate seal.

Section 3. Corporate Signatures. All checks of the Corporation, all documents encumbering corporate properties and all contracts must be executed by those designated by 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 may select.

Section 5. Books and Records. The Corporation shall maintain and retain in its records the current Articles of Incorporation, Bylaws, minutes of proceedings of the Board of Directors and other relevant documentation. Upon reasonable, written, advance notice, any Director may inspect such books and records as are necessary for a purpose reasonably related to his or her interest as a Director. Such inspection shall be made during normal business hours and such Director shall pay the reasonable cost of reproduction of such copies of such records as are requested by such Director.

Section 6. Indemnification. The Corporation shall defend, indemnify and hold each Director and Officer harmless from and against any and all liabilities, claims, actions, proceedings and judgments, including without limitation, amounts paid in settlement, attorney fees and costs incurred in connection with the defense of any claim, action or proceeding, whether civil, criminal, administrative or other, in which any such Director or Officer be named or involved in by virtue of having the status of a present or former Director or Officer thereof to the full extent permitted under the Nebraska Nonprofit Corporation Act, provided that such Director or Officer is not adjudged liable, or in the context of a settlement determined liable by a majority of the Directors not involved in the controversy (whether or not a quorum), for negligence or misconduct in the performance of duties. The amount of indemnity or reimbursement shall be fixed by the Board of Directors a majority of the Directors not involved in the controversy (whether or not a quorum). The foregoing right of indemnity shall not be deemed exclusive of any other rights to which any Director or Officer may be entitled under any other law, agreement or otherwise.

Section 7. Discrimination Statement. The Corporation will remain in compliance with the laws and regulations issued by the United States, the State of Nebraska or their agencies as related to prohibition against discrimination.

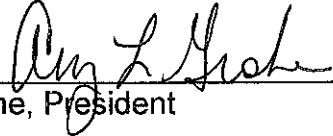
Section 8. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative two-thirds (2/3) vote of the members of the Board at any regular or special meeting called for that purpose.

Section 9. Construction. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE VII

Adoption

In accordance with NEB. REV. STAT. § 21-1925, the Board of Directors does hereby adopt these Bylaws for the Corporation as of this 22 day of March, 2012.



Amy Grohe, President

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