

AMENDED AND RESTATED BYLAWS
OF
NEBRASKA BANKERS ASSOCIATION, INC.

I

The chairman shall be the chief elected officer of the association. The chairman shall preside at all meetings of the association and at all meetings of the board of directors. The chairman shall make such reports of the affairs of the association as the board of directors may require and request, and shall present a report of the preceding year's business at the annual convention.

II

The chairman shall appoint members to the standing committees of the association, which shall be subject to the approval of the board of directors. Prior to such approval, the chairman shall outline the program to be followed by each committee. The committees shall be: Education Advisory, Government Relations and BankPAC (which shall have its own constitution and membership). The board of directors, may appoint such other committees as are necessary to carry on the regular business of the association. The board of directors shall determine the composition of each committee and the terms to be served by committee members.

Meetings and other business of a standing or other association committee may be conducted or transacted by a telephonic, fax, electronic, and/or postal means unless otherwise required and directed by the Articles, these bylaws, or duly adopted rules. A majority of all committee members shall constitute a quorum for the transaction of the business of the committee. Notice of any committee meeting shall be reasonable as determined by the chairman or the committee chairman.

III

The vice chairman shall be the chairman-elect and shall be elected at the annual convention. The chairman-elect shall succeed to the office of chairman for the year following. In case of death, disability, or absence of the chairman, the vice chairman shall perform and shall be vested with all of the duties and powers of the chairman; provided, however, no individual shall serve as chairman of the association for more than one complete term.

IV

The president shall be the treasurer unless otherwise directed by the board of directors. The treasurer shall be the custodian of the funds of the association. All funds shall be

deposited in the name of NEBRASKA BANKERS ASSOCIATION, INC., in one or more banks designated as depositories by the board of directors, and shall be withdrawn pursuant to the order of or with a check signed by or an electronic funds transfer issued by the person or persons authorized by the board of directors to withdraw funds.

V

The president shall devote time and effort to promoting the objectives of the association and extending its membership and influence. The president shall have the authority to employ and remove such employees as may be deemed necessary, and shall have supervision over all employees.

The president shall keep in close touch with all activities of the association and of all committees and shall inform the members regarding matters of interest to them. The president shall collect all dues and deposit all receipts in the name of the association in designated depositories, and shall keep records of such receipts. Upon request, the president shall furnish to the annual or regularly called convention, the board of directors, and the executive committee information on any subject within the president's jurisdiction. The president shall have charge of the offices and property of the association. The president shall carry out the instructions of the board of directors for the temporary investment of surplus funds, for the conversion of temporary investments into money, for the purchase, sale, exchange or substitution of all securities owned by the association, and for the deposit or withdrawal of securities from the designated custodian, and shall have authority to execute all papers and documents necessary to carry out such duties.

The president shall supervise the publication of all reports of the association and of any journals the association may publish. The president shall be subject to the directions of the annual or regularly called convention, the board of directors, or the executive committee.

VI

The secretary shall be elected by the board of directors. The secretary shall be responsible to see that a record is kept of the proceedings of all conventions, meetings of the board of directors, executive committee, and of all committee meetings. The secretary shall assume such duties as may from time to time be directed by the board of directors.

An assistant secretary may also be appointed by the board of directors to assist the secretary with the duties of that office.

VII

The president and treasurer shall give a corporate surety bond to the association conditioned upon the faithful performance of their duties, acceptable in form and amount

to the board of directors. The premium upon the bond shall be paid by the association, and such bond shall be deposited with the secretary.

VIII

The association shall be composed of five (5) groups, consisting of members of the association, geographically divided as follows:

Group 1: Consisting of the counties of Arthur, Banner, Blaine, Box Butte, Brown, Chase, Cherry, Cheyenne, Custer, Dawes, Dawson, Deuel, Dundy, Frontier, Furnas, Garden, Gosper, Grant, Harlan, Hayes, Hitchcock, Hooker, Keith, Keya Paha, Kimball, Lincoln, Logan, Loup, McPherson, Morrill, Perkins, Phelps, Red Willow, Rock, Scotts Bluff, Sheridan, Sioux, and Thomas.

Group 2: Consisting of the counties of Adams, Buffalo, Clay, Fillmore, Franklin, Greeley, Hall, Hamilton, Howard, Kearney, Merrick, Nance, Nuckolls, Polk, Sherman, Thayer, Valley, Webster, and York.

Group 3: Consisting of the counties of Antelope, Boone, Boyd, Burt, Cedar, Cuming, Dakota, Dixon, Garfield, Holt, Knox, Madison, Pierce, Stanton, Thurston, Wayne, and Wheeler.

Group 4: Consisting of the counties of Butler, Colfax, Dodge, Douglas, Platte, Sarp, Saunders, and Washington.

Group 5: Consisting of the counties of Cass, Gage, Jefferson, Johnson, Lancaster, Nemaha, Otoe, Pawnee, Richardson, Saline and Seward.

IX

The association's nominating committee shall be composed of up to ten (10) members consisting of a board of directors' representative of each group, up to two representatives from the large-member bank and savings and loan category, the current chairman, the chairman-elect, and the immediate past chairman of the association. The nominating committee shall be chaired by the immediate past chairman of the association. Notwithstanding the above composition, no more than two representatives of the nominating committee shall be from the large-member bank and savings and loan category. The nominating committee shall meet at least thirty (30) days prior to the annual convention of the association for organization and for consideration of nominees for elective offices. The nominating committee shall nominate a vice chairman who shall be the chairman-elect, nominate members of the board of directors, and report its nominations to the association membership at least twenty (20) days prior to the annual convention. The nominating committee report, with its nominations, shall be presented at the annual convention. Additional nominations may be accepted at the annual convention immediately following the nominating committee report, provided that a

written notice of any such nomination or nominations is received by the president at least ten (10) days prior to the first day of the annual convention.

X

- (a) The annual dues of members of the association shall become due and payable by June 1st of each year. The fiscal year of the association shall begin May 1.
- (b) Except as provided in (c), (d), and (e) the dues shall be measured by total deposits of member banks and savings and loan associations and combined deposits for subsidiary banks, savings banks, savings and loans and industrial loan and investment companies within the same holding company to the nearest million dollars as determined by the statement of deposits as of June 30 of the calendar year immediately preceding the year for which dues are assessed.
- (c) In the case of a member bank or a savings and loan association chartered outside the state of Nebraska with only a branch or branches within the state of Nebraska, the dues shall be measured by the total deposits of such branch or branches as reflected in the last statement of deposits for such branch or branches as of June 30 of the calendar year immediately preceding the year for which dues are assessed.
- (d) The dues shall also include a base fee per unit bank or savings and loan association charter or for each holding company and additional charges per million dollars of deposits as determined by the board of directors, except that (1) any banks or savings and loan associations which complete a consolidation between January 1 and April 30 of any year by merger, acquisition or otherwise shall only be assessed a single base fee and (2) any banks or savings and loan associations chartered outside the state of Nebraska with a branch or branches within the state of Nebraska shall only be assessed a single base fee.
- (e) The annual dues for associate members (service providers, financial affiliates and emeritus members) shall be determined by the association board of directors or executive committee and shall become due and payable by January 1st. Associate members that join the association during the association's fiscal year shall pay dues on a pro-rated basis (by month).

X I

The association year shall begin May 1 of each year.

X I I

- (a) A written report of each committee shall be rendered by the chairman or a designee to the secretary of the association at the end of the fiscal year, or at any time that such a report may be called for by the chairman of the board of directors.

(b) The correspondence and records, including minutes of meetings, of all committees shall be delivered to the secretary of the association at the end of the association year. Such records shall be the property of the association, and shall be subject at all times to the order of the board of directors.

XIII

All proceedings of any convention or meeting of the association or any committee or subdivision thereof shall be regulated by the Robert's Rules of Order, except as otherwise determined by the Articles of Incorporation, by these bylaws, or by the rule of the association.

XIV

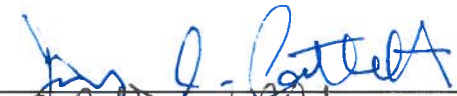
Any person serving as a director, officer, or trustee to the Nebraska Bankers Association, Inc. and who is not compensated for services as director, officer, or trustee on a salary or a prorated equivalent basis shall be entitled to all privileges and immunities from civil liability for any act or omission which results in damage or injury if such person was acting within the scope of the official functions and duties of a director, officer, or trustee unless such damage or injury was caused by the willful or wanton act or omission of such director, officer, or trustee as provided in Sections 25-21,190 to 25-21,193 of the Nebraska Revised Statutes.

XV

The bylaws may be amended by the board of directors at any meeting by two-thirds (2/3) majority vote of the board of directors. At least thirty (30) days notice shall be given to the board of directors of a meeting at which an amendment is to be considered. The notice shall be given personally, electronically, or by first-class mail; state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws; and contain or be accompanied by a copy or summary of the amendments or state the general nature of the amendments.

These bylaws are hereby amended this 4th day of May, 2016, by the board of directors of the Nebraska Bankers Association.

SIGNED:


_____, Chairman

_____, Corporate Secretary