

BYLAWS
OF
SEWARD HIGH ALUMNI ASSOCIATION

The Board of Directors of Seward High Alumni Association ("Corporation") adopts the following Bylaws.

OFFICES

1. The offices of the Corporation shall be at 410 South St., P.O. Box 184, Seward, NE, or such place as the Board of Directors may determine from time to time.

MEMBERS

2. Any person who shall fulfill such requirements of membership as the Board of Directors may determine shall be a member of the Corporation.

MEETINGS OF THE MEMBERS

3. Meetings of the members for the election of directors shall be held at the offices of the Corporation or at such place as shall be stated in the notice of the meeting. The annual meeting of the members shall be held on the second Tuesday of March of each year, if not a legal holiday, and if a legal holiday, on the next secular day. At each annual meeting, the members shall elect the necessary number of directors to replace those whose terms have expired, each for a term of three years, or until a successor shall be elected by plurality vote, and transact such other business as may properly come before the meeting. At the first annual meeting, two directors shall be elected for a term of three years, two directors shall be elected for a term of two years, and one directors shall be elected for a term of one year. The maximum number of directors shall be five.

4. At all meetings of the members, those members present or holding valid proxies entitled to vote shall constitute a quorum for the transaction of business.

5. If no record date is fixed by the Board of Directors, the date on which the notice of the meeting is mailed or electronically transmitted shall be the record date for the determination of members entitled to vote.

6. Written notice of the annual meeting shall be personally delivered, mailed, or electronically transmitted to each member entitled to vote at the address which appears on the books of the Corporation at least ten days, if by mail, or at least thirty days, if sent electronically, prior to the meeting.

7. Special meetings for any purpose may be called by the President, a majority of the Board of Directors or at the request in writing of one-fifth of the members entitled to vote. The request shall state the purpose of the meeting.

8. Written notice of any special meeting, stating the time and purpose of the meeting, shall be personally delivered, mailed, or electronically transmitted to each member entitled to vote at the address which appears on the books of the Corporation, at least ten days, if by mail, or at least thirty days, if sent electronically, prior to the meeting.

9. The act of a majority of the votes in the Corporation present at any meeting, at which there is a quorum, shall be the act of the Corporation, except as may otherwise be specifically provided by statute or these Bylaws.

DIRECTORS

10. The number of directors shall be five. The number of directors to be elected shall be determined and the election of directors held at the annual meeting of the members. A director may be removed by two-thirds of the votes in the Corporation present at an annual meeting of the members or at a special meeting of the members if the proposed removal is contained in the notice of such special meeting.

11. If the office of any director shall become vacant for any reason, a majority of the remaining directors, though less than a quorum, shall choose a successor who shall hold office until the next election of directors.

12. The property and business of the Corporation shall be jointly managed by the Board of Directors and the elected officers.

13. Directors shall not receive any stated salary for their services, but by resolution of the Board of Directors, expenses of attendance may be allowed for regular and special meetings of the Board of Directors.

MEETINGS OF THE BOARD OF DIRECTORS

14. The Board of Directors shall meet annually, at a time and date determined by the Board no later than fourteen (14) working days following the annual meeting of the members, and no notice of such meeting shall be necessary, if a quorum is present. The directors shall annually elect a chairperson, vice-chairperson and secretary of the board.

15. Regular meetings of the board may be held without notice of the time and place determined by the board.

16. Special meetings of the board may be called by the President and shall be called at the written or electronic request of two directors.

17. Notice of any special meeting of the board shall be given to each director, either personally, by mail, or by electronic transmittal at least ten days prior to the meeting.

18. At all meetings of the board, a quorum is present throughout the meeting if persons entitled to cast one-half of the votes on the board are present at the beginning of the meeting. The act of a majority of the directors present at any meeting, at which there is a quorum, shall be the act of the board, except as may otherwise be specifically provided by statute. Minutes of any meeting of the board will be made available to any member upon request.

OFFICERS

19. The officers of the Corporation shall be elected by the members at the annual meeting of the members. Those officers shall consist of a President, a Vice President, a Secretary and a Treasurer. No person may hold more than one office. The terms of office for the President and Treasurer shall be for a term of two (2) years. The terms of office for the Vice President and Secretary shall be for a term of one (1) year.

20. The board may appoint other officers and agents, and delegate such authority as the board may determine.

21. The officers of the Corporation shall hold office for one year or until their successors are elected. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the board, after obtaining prior consent of a majority of the members. If any office becomes vacant, the board shall elect a successor who shall hold office until the next election of officers.

PRESIDENT

22. The President shall be the chief executive officer of the Corporation, preside at all meetings of the members, and carry out all orders and resolutions. The President shall attend all meetings of the Board of Directors. The chairman of the Board of Directors will preside at all meetings of the Directors.

23. The President shall execute conveyances of real estate and contracts, except when such authority is expressly delegated by the board to some other officer or agent of the Corporation.

VICE PRESIDENT

24. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the board may prescribe.

SECRETARY

25. The Secretary shall attend all meetings of the members and, when requested, all meetings of the board of directors, and record all votes and the minutes of all proceedings in books belonging to the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the board and members, and shall perform such other duties as the board or the President may prescribe. A separate Secretary of the Board of Directors shall be elected from within the Board by the Directors, who shall record the minutes of the meetings of the Directors.

TREASURER

26. The Treasurer shall have the custody of the corporate funds, keep accurate accounts of receipts and disbursements in

books belonging to the Corporation and deposit all monies in the name of the Corporation in such depositories as may be designated by the board.

27. The Treasurer shall disburse the funds of the Corporation as determined by the President or the board and shall file, at least annually, a report of all transactions and the financial condition of the Corporation.

28. If required by the board, the Treasurer shall give bond for the faithful performance of the duties of the office. The Board of Directors shall appoint a two person audit committee who shall annually perform an audit of the books of the Treasurer. This committee shall also perform an audit if the Treasurer should leave office prior to the completion of his or her term.

NOTICES

29. Whenever, by these Bylaws, notice is permitted to be given by mail, notice shall be deemed to have been given when either mailed or transmitted in electronic form.

30. A waiver of any notice, signed by the person entitled to such notice, at any time, shall be equivalent to the giving of such notice.

INDEMNITY

31. The Corporation shall defend and indemnify the directors and officers from all claims arising from the performance of their duties, except those involving willful or criminal misconduct or bad faith.

AMENDMENTS

32. These Bylaws may be amended at any regular or special meeting of the members only. Notice of any proposed amendment shall be contained in the notice of the regular or special meeting at which such proposed amendment is to be considered.

Adopted _____, 2008.

SECRETARY

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Adopted December 8, 2008.

Susan P. Riley
SECRETARY

ACKNOWLEDGEMENT

I, Susan R. Riley, the undersigned, being first duly sworn, depose and say that the following Documents or Identification I am presenting are true and legitimate documents, and from these original documents, photocopies will be taken, and by my signing below I am acknowledging that these are indeed true and valid documents and the photocopies of these documents will be attached to this acknowledgement :

Document: SH. Hummisen. By Laws

Document: _____

Document: _____

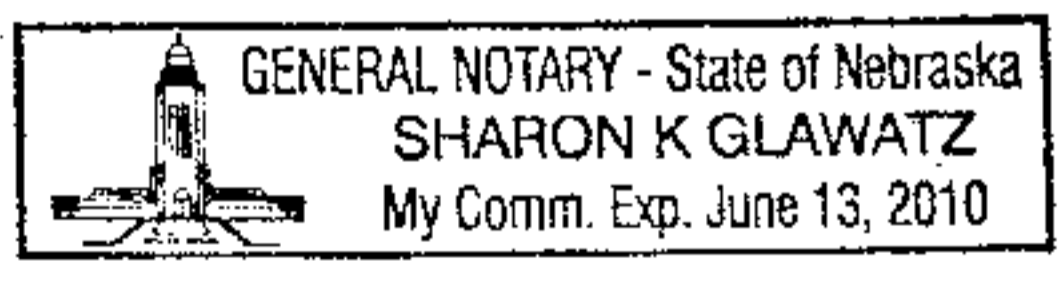
Document: _____

Date 12-8-08 Customer Signature Susan R. Riley

State of Nebraska
County of Seward

The foregoing instrument was subscribed and sworn to before me this _____ day of 8th, 2008.

Sharon K Glawatz
Notary Public



*Note to Notary Public witnessing this Acknowledgement, if any of the above lines for listing of "Documents" is not needed, do not leave "blank". Initial blank lines or spaces should be: a) completed by the principal or b) crossed through by the principal prior to notarization. Failure to do so, leaves the document open to easy alteration after the notarial act is performed.