



BYLAWS OF GRIEF'S JOURNEY

(Amended December 2017)

ARTICLE I THE CORPORATION

Section 1.01. Name. The name of the Corporation shall be “Grief’s Journey” (the “Corporation”). The Corporation was formerly known as Ted E. Bear Hollow, Inc. from the inception of the Corporation on January 2001 up until December 2016.

Section 1.02. Founding. The Articles of Incorporation of the Corporation were signed and dated on January 24, 2001 and filed with the State of Nebraska on January 31, 2001. These articles were updated and filed with the State of Nebraska in December 2016.

Section 1.03. Articles of Incorporation. The intentions for which the Corporation has been organized are set forth in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”). The Corporation, its Board of Directors, officers, and agents shall conduct the business and affairs of the Corporation in strict conformity with the Corporation Purpose (Article II) for which the Corporation has been created and otherwise in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December of such year.

Section 1.05. Principal Office. The Corporation may, in the discretion of the Board of Directors, keep and maintain offices wherever the business of the Corporation may require.

Section 1.06. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the Articles of Incorporation. The Corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by the in the office of the Secretary of State of Nebraska, or by otherwise complying with law as it may apply from time to time.

ARTICLE II CORPORATION PURPOSE AND IDENTITY

Section 2.01. *Nonprofit Purpose.* This corporation is organized exclusively for charitable and educational purposes as required under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02. *Vision.* The Corporation is led by a Board approved vision for the organization. The current vision of Grief’s Journey is as follows:

- (a) No one has to walk their grief journey alone.

Section 2.03. *Values.* The Corporation holds several key values in defining the culture of the Corporation and the provision of its programs, services, and staffing.

- (a) **Safe Place.** We know this value is being honored when . . . program participants, event attendees, donors, volunteers, and staff feel included, listened to, accepted, respected, and protected. Confidentiality, non-judgmental communication, and healthy boundaries are the rule in every category of Grief’s Journey relationship.
- (b) **Excellence.** We know this value is being honored when . . . we foster a learning mentality, set goals, and measure success; our public face (events, marketing, fundraising) mirrors the private support we provide; every staff person and volunteer is prepared to provide warm, competent support; our support responses are consistent and dependable; our outcomes set the standard for agencies like ours nationally; our name is synonymous with our values; we’re recognized as responsive, adaptable, persevering, trustworthy partners.
- (c) **Companionship.** We know this value is being honored when . . . all people feel welcome and that they can find a place for themselves in the organization; family is broadly defined and services reach individuals as well; it’s universally recognized that we’re not here to “fix” but rather to support; when caregivers are given the care they provide; when teamwork is the rule; when we feel free to explore/respond to community requests for grief support that may or may not look like current programming.
- (d) **Wellness.** We know this value is being honored when . . . we safeguard against burn-out /fatigue among program participants, event attendees, donors, volunteers, and staff; when teammates foster/celebrate each other’s expressions of self-care; when Bereavement, PTO, and other policies reflect safety and a healthy work-life balance, when the budget reflects our commitment to professional development, personal growth and financial responsibility; when we make sound decisions about program growth not to exceed capacity; when wellness as it pertains to grieving is extended to the community outside of Grief’s Journey as part of holistic well-being/collective impact.

- (e) Leadership. We know this value is being honored when . . . our work's relevance and impact is recognized as an integral component of collective impact throughout the greater Omaha/Council Bluffs area, regionally, and nationally.

ARTICLE III POWERS

Section 3.01. *Specific Powers.* In effectuating its purposes, the Corporation shall have all powers conferred by applicable law, specifically including the power to:

- (a) Solicit, receive, acquire and hold money and property, real or personal, by grant, contract, gift, contribution, bequest, devise and otherwise.
- (b) Administer and expend such money and property, including the proceeds, income, rents and profits derived from such property or money, for the purposes for which the Corporation is formed.
- (c) Enter into, make, perform and carry out contracts and grants of every kind for any lawful purpose compatible with the specific and primary purposes for which the Corporation is formed, with any person, firm, corporation, association, government, or political entity or subdivision.
- (d) Purchase or acquire, own, hold, use, lease (either as lessor or as lessee), sell, exchange, assign, convey, dispose of, mortgage or encumber real or personal property.
- (e) Borrow money, incur indebtedness, and issue bonds, notes and debentures, and to secure the payment or performance of any such obligations.
- (f) Sue and be sued.
- (g) To enter into, perform and carry out contracts of every kind and nature necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation.
- (h) Do all other acts necessary or expedient for the administration of the affairs of the Corporation and the attainment of its specific and primary purposes.

Section 3.02. *Limitations.* Notwithstanding any of the foregoing statements of powers, this Corporation shall not engage in any activities which are not in furtherance of, and limited to, the purposes set forth in the Articles of Incorporation, as amended, of the Corporation.

ARTICLE IV MEMBERS

The Articles of Incorporation of the Corporation provide that the Corporation shall have no members. Accordingly, the Board of Directors is vested with the authority to establish the general policy for the regulation and conduct of the affairs and business of the Corporation, exercising all powers necessary and appropriate to that end, as set forth in more detail in the next succeeding Article hereof.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. *General Powers and Duties of the Board.* The property, affairs and business of the Corporation shall be managed under the direction and supervision of the Board of Directors, which shall have and exercise, on behalf of the Corporation, all the rights, powers and privileges granted to the Corporation as a corporation not for profit organized under the laws of the State of Nebraska in the carrying out of the purposes set forth in the Articles of Incorporation. The Chief Executive Officer is a non-voting, ex-officio member of the Board.

Section 5.02. *Number, Term of Office and Vacancies of the Board.* There shall be a Board of Directors, sometimes referred to hereafter as the Board. Directors need not be residents of the State of Nebraska. The number of Directors shall be no less than eight (8) and no more than twenty (20), but the Board may, by amendment to these Bylaws, change the number of Directors of the Corporation; provided, however, that the Board at no time shall be less than eight (8) in number. Each Director shall hold office for a term of two years and until his successor is elected and qualified unless such Director's term is shortened by death, voluntary resignation, or removal by the Board, as set forth herein. Each Director may serve a maximum of three (3) consecutive terms. Directors holding office prior to enactment of these Bylaws shall not be subject to such term limit.

Section 5.03. *Election to the Board.* If any vacancies in the Board are created, either through an increase in the number of Directors (by amendment to these Bylaws) or by virtue of the removal, resignation or death of an existing Director, the Board may select a replacement to serve until the next annual meeting of the Board, at which time the replacement shall either be ratified by the Board or replaced by the Board. However, the Board is not required to fill vacancies created by death, resignation or removal of any Director, provided that the remaining Directors constitute a majority of the total number of Directors.

Section 5.04. *Board Expectations.* All members of the Board of Directors are asked to make a commitment in time, talent and financial resources. Board members are asked to fulfill the following expectations listed within this section as well as other duties as requested by the President.

- (a) Time. Attend 85% of all monthly meetings over the course of a calendar year and attend 75% of all committee meetings.
- (b) Talent. Provide the Corporation with the knowledge, skills and competencies from your specific area of expertise.

- (c) **Financial Resources.** As a Board member procure, at a minimum, \$1,000 annually within each fiscal year. This donation should not include other special events, tables, or other monetary gifts, projects, or special events. The totality of these contributions will be listed in the budget, under revenues, in a special budget line entitled “Board of Directors Donation”. Exceptions for specific board members will be made on a case-by-case basis by the Cabinet.

Section 5.05. *Non-liability of Board Directors for Debts.* The private property of the Directors shall be exempt from execution or other liability for any debts of the Corporation, and no Director shall be liable or responsible for the debts or liabilities of the Corporation.

ARTICLE VI BOARD MEETINGS

Section 6.01. *Annual Board Retreat and Meeting.* The Board of Directors shall have a regular annual retreat with the Chief Executive Officer and other members of the staff as determined by the Cabinet. The Board may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of its regular annual retreat. The Board President will coordinate the agenda for this annual retreat and will lead the coordination of this retreat in concert with the Board Cabinet. This Annual Retreat will be held in December of each year and must include a regular business meeting for the following annual processes:

- (a) approving the subsequent year’s budget;
- (b) reviewing the Chief Executive Officer’s performance assessment for that year and approving any changes to salary or employment;
- (c) and reviewing the Corporation’s Bylaws.

Section 6.02. *Regular Board Meetings.* Regular business meetings of the Board of Directors will be held each month. However, meetings will alternate between in-person and conference calls. Meetings can be cancelled or postponed at the discretion of the Board President. The Board President will coordinate the agenda for all regular meetings and will lead these meetings. The Chief Executive Officer is a non-voting, ex-officio member who attends the Regular Meetings of the Board.

Section 6.03. *Special Board Meetings.* Special business meetings of the Board may be called by or at the request of the Board President or by any of the Officers of the Corporation. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meetings of the Board called by them. The Board President will coordinate the agenda for any special meetings and will lead these meetings.

Section 6.04. *Closed Session Meetings of the Board.* A Closed Session Meeting of the Board is a meeting of Board of Directors’ members. No staff members of the Corporation, ex-officio members, or other non-Board members may be present at a Closed Session Meeting of the Board. The Board President may ask for certain items on the meeting agenda to be held in a Closed Session Meeting. Any member of the Board of Directors may also, at any time, move to a vote of the Board to

move into a Closed Session Meeting. A Closed Session Meeting of the Board requires a motion, a second, and a simple majority vote of those Directors present to be enacted.

Section 6.05. *Notice of Board Meetings.* Notice of any annual or regular business meeting of the board of directors shall be given at least 30 days previous thereto and notice of any special meeting of the board of directors shall be given at least seven days previous thereto. All notices required in this section shall be given by written notice delivered personally or sent by mail or e-mail to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent. Any director may waive notice of any meeting. The attendance of a director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6.06. *Place of Board Meetings.* The Board of Directors may hold its meetings, either annual, regular or special, at such place or places within or outside the State of Nebraska as the Board of Directors may from time to time determine.

Section 6.07. *Waiver.* A written waiver of notice of a meeting signed by a Director, whether before, at or after the time stated therein, shall be equivalent to the giving of notice. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not otherwise participate in the meeting.

Section 6.08. *Quorum for Board Meetings.* At all regular and special business meetings of the Board of Directors, a majority of the current roster for the board of directors shall constitute a quorum for the transaction of business, and, in the absence of a quorum, a majority of the Directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is present.

Section 6.09. *Manner of Acting.* Each member of the Board shall have one vote on every matter voted on by the Board. Proxy voting shall be permitted. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or by these Bylaws.

Section 6.10. *Attendance by Telephone.* Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute attendance in person at the meeting.

Section 6.11. *Informal Action by Directors.* Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if provided in writing to all Directors via a secure, web-based portal. Record of an informal action, taken outside of a meeting, must be archived and noted at the subsequent meeting by the Board President.

Section 6.12. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board, reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6.13. Removal from the Board. Any Director may be removed at any time by a two-thirds (2/3) vote of the members of the Board (excluding the Director who is the subject of such vote). Such removal may be with or without cause.

ARTICLE VII OFFICERS

Section 7.01. Number, Election and Term. In addition to the Chief Executive Officer (CEO), the Officers of the Corporation shall be the Board President; the Board President-Elect or Board Past-President; the Board Secretary; the Board Treasurer; and a Member-At-Large (chosen from the Directors). The Board will elect all Officers at a regular or special business meeting with the exception of the President-Elect. Candidates for this role will be slated by the current Past-President, asked by the current Past-President to present at a regular or special business meeting of the Board, and then the Past-President will executive a secure, web-based portal vote to determine the President-Elect. The Board may elect or appoint such other officers, including one or more assistant treasurers and one or more assistant secretaries, as it shall deem desirable. All officers, except the Chief Executive Officer (CEO), shall hold office for two (2) years or until their successors are elected and qualified. The Chief Executive Officer shall hold office until the Board of Directors elects or appoints a new Chief Executive Officer. Any two or more offices may be held by the same person, except the offices of Board President, Board Treasurer, and Board Secretary. The Officers of the Corporation will meet monthly and that working group of officers will be known as the Board Cabinet.

Section 7.02. Chief Executive Officer (CEO). The Chief Executive Officer is a paid, appointed position that must be approved by the Board of Directors. The Chief Executive Officer shall have the power to execute, deliver, acknowledge, file and record on behalf of the Corporation such documents as may be required by the State of Nebraska, and shall have such other duties and powers as may be prescribed from time to time by resolution of the Board of Directors. The Chief Executive Officer shall supervise the activities of the Corporation and shall see that all policies and instructions of the Board of Directors are carried into effect. The Chief Executive Officer may negotiate for, execute and deliver (or cause to be negotiated, executed or delivered) contracts, deeds and other instruments and agreements on behalf of the Corporation as are necessary or appropriate in the ordinary course of its business or as are duly authorized or approved by the Board of Directors or committees designated by the Board of Directors. The Chief Executive Officer will be in weekly communication with the Board President and will meet monthly with the Board President in a 1on1 appointment. The Chief Executive Officer shall have such additional authority, powers and duties as are appropriate and customary for the office of chief executive officer, and as the Board of Directors may prescribe from time to time. The Chief Executive Officer is a non-voting, ex-officio member of the Board of Directors and Board Cabinet.

Section 7.03. President. The Board President is a non-paid position. The Board President shall have the power to call meetings of the Board of Directors, the Board Cabinet, and shall preside at all

meetings of the Corporation. The President shall have such additional authority, powers and duties as the Board of Directors may prescribe from time to time. The President is responsible for the direction and effort of the overall Corporation, but specifically directs the Board of Directors, the Board Cabinet, and the annual Fall evaluation of the Chief Executive Officer. The President serves for a term of two years.

Section 7.04. *President-Elect.* The President-Elect is a non-paid position elected by the Board of Directors at a regular or special business meeting. The President-Elect shall perform the duties of the President in the absence or incapacity of the President; and in the case of removal, resignation or death of the President, the President-Elect shall perform such duties as are imposed on the President-Elect until such time as the Corporation shall select a new President. The President-Elect shall have such additional authority, powers and duties as the Board of Directors may prescribe from time to time. Election to the President-Elect position includes serving for one year as President-Elect, two years as Board President, and one year as Past-President; unless, there is a case of removal, resignation, or death.

Section 7.05. *Past-President.* The Past-President is a non-paid position. The Board Past-President shall perform the duties of the President in the absence or incapacity of the President; and in the case of removal, resignation or death of the President, the Past-President shall perform such duties as are imposed on the President until such time as the Corporation shall select a new President. The Past-President is also responsible for slating candidates from the current board of directors for the role of President-Elect as well as managing the entire voting process for the President-Elect position in addition to other tasks and projects as assigned by the President. The Past-President serves for a term of one year.

Section 7.06. *Secretary.* The Board Secretary is a non-paid position elected by the Board of Directors at a regular or special business meeting. The Board Secretary shall give, or cause to be given, notice of all annual or special meetings of the Board of Directors, keep the minutes of all regular and special meetings and all meetings of voting members, have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies (other than tax returns), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, such instrument may be attested by his or her signature), keep record of the Board of Directors' performance, and have such other authority, powers and duties as are appropriate and customary for the office of Secretary or as the Board of Directors may prescribe from time to time.

Section 7.07. *Treasurer.* The Board Treasurer is a non-paid position elected by the Board of Directors at a regular or special business meeting. The Board Treasurer will be a standing member of the Finance Committee of the Corporation. The Treasurer shall have such additional authority, powers and duties as are appropriate and customary for the office of Treasurer and as the Board of Directors may prescribe from time to time.

Section 7.08. *Member at Large.* The Member at Large is a non-paid position. The Member at Large is a Director elected to the Board Cabinet by the Board of Directors at a regular or special business meeting. The Member at Large may have additional authority and duties assigned as appropriate.

Section 7.09. Assistant Treasurers, Assistant Secretaries and Other Officers. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers, assistant secretaries and other officers, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, the Chief Executive Officer or the Board of Directors. All assistant positions and other officers are non-paid positions.

Section 7.10. Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the date of receipt of such notice or at any later date specified in the notice. The acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any officer may be removed, with or without cause, by action of the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy occurring in any office shall be filled by the Board of Directors from among its membership for the unexpired portion of that officer's term.

Section 7.11. Compensation. As aforementioned, the officers of the Corporation, except for the Chief Executive Officer, shall serve as such without compensation; provided, however, that the Board of Directors may allow reimbursement for reasonable expenses incurred by an officer in the performance of his or her duties as an officer.

Section 7.12. Agents and Employees. The Board of Directors may appoint or employ such agents or other employees as it may deem advisable from time to time, and may delegate to any officer of the Corporation the power to appoint and prescribe the authority and duties of any such agents or employees. Appointment or employment of an agent or employee shall not of itself create a contract or other right to compensation for services performed as such agent or employee.

ARTICLE VIII COMMITTEES

Section 8.01. Standing Committees. The Corporation shall be led and served by a Board Cabinet and the following standing committees listed herein. The Board of Directors may establish other standing committees by resolution.

Section 8.02. Cabinet. The Board Cabinet shall be constituted as follows:

- (a) It shall consist of the Board President, President-Elect or Past-President, Board Secretary, Board Treasurer, and a Member at Large. The Chief Executive Officer is a non-voting, ex-officio member of the Board Cabinet.
- (b) The term of office shall be for two years.
- (c) Any vacancy on the Cabinet shall be filled by the Board of Directors at its next regular or special meeting.
- (d) The Cabinet will meet monthly ~~in person~~ to help guide and direct the Corporation, serving as the Officers of the Corporation and as sounding board for the Chief

Executive Officer. The Board President will coordinate the agenda for this monthly meeting and will lead these meetings.

- (e) The Cabinet, during the interim between regular and special meetings of the Board of Directors, shall have authority to do all things necessary for the conduct of corporate affairs except as prohibited by and except as otherwise directed by the Board of Directors.

Section 8.03. *Standing Committees.* The other standing committees, as approved by the Board of Directors, are as follows in this section. Each standing committee will determine a chair who must be a member of the Board of Directors. This role is a two-year term.

- (a) Development Committee
- (b) Events Committee
- (c) Finance Committee
- (d) Marketing Committee
- (e) Program Committee

Section 8.04. *Membership.* Each standing committee, except the Cabinet, shall consist of not less than one Director and may include officers and other persons who are not Directors. Committee members and chairmen shall be nominated by the President and elected by the Board of Directors. All committee members shall serve from time of election until the close of the next annual meeting unless they resign or are removed by the Board of Directors for cause. All vacancies may be filled by the President.

Section 8.05. *Special Committees.* The President may create, from time to time, such special committees and designate such duties as the President deems necessary or as the Board of Directors may direct. All committee members and the committee chairmen shall be appointed by the Chairman.

Section 8.06. *Quorum.* A majority of the whole committee, standing or special, shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.01. To the fullest extent permitted or provided by Nebraska state law, the Corporation shall indemnify any person against all actual liability and expense incurred by reason of the fact that he or she is or was a Director or officer of the Corporation. In addition to the foregoing obligation of indemnification, and with a view to giving the person covered by these provisions the broadest possible indemnity, the Corporation shall also indemnify persons as provided in the succeeding paragraphs of this Article VIII.

Section 9.02. The Corporation shall 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 or any other proceeding charging that the Director derived an improper personal benefit, whether or not involving action in an official capacity), by reason of the fact that he or she is or was a Director or officer of the Corporation against expenses (including attorneys' 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 believed in good faith to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had, in good faith, no reasonable cause to believe that his or her conduct was unlawful, but no such indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and then only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she believed in good faith to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had, in good faith, no reasonable cause to believe that his or her conduct was unlawful.

Section 9.03. To the extent that a person entitled to indemnification under Section 8.02 has been successful on the merits in defense of any action, suit or proceeding referred to in that section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.04. Any indemnification under Section 8.02 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person seeking indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth in that section. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 9.05. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may, at the option of the Directors acting as provided in Section 8.04, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the person seeking the advance to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article VIII.

Section 9.06. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested Directors or otherwise, and any procedure provided for by any of the foregoing, as to action in his or her official capacity and shall continue as to a person who has ceased to be in the position which entitled him or her to such indemnification and shall inure to the benefit of the heirs, executors and administrators of such a person. The provisions in this Article VIII

shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the Board of Directors may determine in a specific instance or by resolution of general application.

Section 9.07. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, fiduciary or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any 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 under the provisions of this Article VIII.

ARTICLE X CONFLICTS OF INTEREST

No contract or transaction entered into by the Corporation shall be rendered invalid by the fact that a Director or officer of the Corporation is personally interested in it or may have interests which are or might be averse to the interests of the Corporation if:

- (a) at every meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director or officer discloses (or causes to be disclosed) the material facts of his or her interest in such contract or transaction, refrains from affirmatively asserting his or her influence in speaking or voting for the adoption of such contract or transaction, and such contract or transaction is adopted or ratified by a majority of all of the Directors who are not so interested after first determining in good faith that: (i) such contract or transaction is in the best interests of the Corporation notwithstanding the adverse or potentially adverse interests of the interested Director or officer, and (ii) that such contract or transaction was not entered into solely because of the position of such interested Director or officer with the Corporation. In making such determination, the Directors may rely to the extent they deem appropriate upon the advice of legal counsel; or
- (b) such contract is fair and reasonable to, and in the best interests of, the Corporation.

ARTICLE XI ACCOUNTS, CONTRACTS, FUNDS, LOANS, AND GIFTS CHECKS

Section 11.01. Accounts. The Board has authorized the Corporation to establish and sustain the following permanent financial accounts:

- (a) Operating. The operating line for the Corporation is used for the normal operating functions of the Corporation which is under the purview of the Chief Executive Officer as outlined herein in Article VI, Section 6.05.

- (b) Endowment. The endowment line for the Corporation is used for a reliable source of income in perpetuity.
- (c) Reserve. The reserve line for the Corporation is used for emergency or dire circumstances with approval from the Board of Directors. Use of the reserve line requires a 2/3 majority vote of the Board of Directors' current roster.
- (d) Gambling. This account line is solely held for the purpose of conducting raffles and is required for this purpose by the state of Nebraska.

Section 11.02. Contracts. The Board may authorize any officer or officers, employee or employees, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation with the prior authorization of the Chief Executive Officer and Board President. Such authority may be general or confined to specific instances.

Section 11.03. Funds. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such depositaries as the Board of Directors may designate, and for the purpose of such deposit any person or persons to whom such power is delegated may endorse, assign and deposit checks, drafts and other orders for the payment of funds payable to the order of the Corporation. All checks, drafts or other orders for the payment of money issued by the Corporation shall be signed by such person or person as may, from time to time, be designated by the Board of Directors or these Bylaws.

Section 11.04. Loans. No loans over the amount of \$10,000 shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Section 11.05. Gifts. Subject to the limitations set forth in the Articles of Incorporation, the Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and the addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. The Board of Directors shall also cause to be prepared all federal, state or local tax returns required to be filed under the provisions of relevant law. All Board meeting minutes, agendas, and other files will be kept in a secure, web-based portal for the access of Directors and Corporation Officers.

ARTICLE XIII POLICIES AND EMPLOYEE HANDBOOK

The Corporation shall keep all Corporation policies, Bylaws, and the employee handbook accessible via the Corporation website for all internal and external stakeholders to view. Policies must contain the Corporation logo and most recent Board approval date. All Corporation policies, and amended policies, must be authorized by the Board of Directors.

ARTICLE XIV AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the current roster for the board of directors at a regular or special business meeting if at least 30 days' written notice is given to the Board of Directors with the stated intention to alter, amend or repeal or to adopt new Bylaws at such business meeting. However, it should be noted:

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;
- (b) and that all amendments be consistent the Articles of Incorporation for Grief's Journey.

AMENDED AND APPROVED

by the Board of Directors on this 2nd day of December, 2017.



12-2-2017

W. Wayne Young, Jr., Ph.D., Board President – Grief's Journey

Angela Kelso

12-7-17

ATTEST: Angela Kelso, Board Secretary – Grief's Journey