

**REVISED AND RESTATED  
BYLAWS OF THE  
NEBRASKA DENTAL FOUNDATION  
A NOT-FOR-PROFIT CORPORATION**

Pursuant to Article X of the Nebraska Dental Foundation Bylaws, the Nebraska Dental Foundation hereby adopts these REVISED AND RESTATED BYLAWS

**ARTICLE I - Name; Office.**

**SECTION 1. Name**

The name of this corporate foundation shall be

THE NEBRASKA DENTAL FOUNDATION

**SECTION 2. Principal Office**

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 3120 "O" Street, Lincoln, NE 68510. The Board of Directors ("board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these *Bylaws*, or this section may be amended to state the new location. The corporation's resident agent shall be the Executive Director of the Nebraska Dental Association.

**ARTICLE II - Purposes**

**SECTION 1. Purposes**

This corporation is organized under the Nebraska Nonprofit Corporation Act, §§ 21-1901 to 21-19,177 of the *Nebraska Revised Statutes* ("the Act")

This specific and primary purposes and activities for which the corporation is organized are the receiving of grants, donations and contributions and the application of funds so received to educate the public about dental health related issues, to fund clinics providing dental services at a reduced cost to low income people, to fund scientific research or dental research, to make loans or grants to dentists who are victims of disasters to enable them to carry on their practices, to make loans or grants to dental or allied dental health students with financial need, to make loans or grants to disabled dentists for purposes of retraining, and to support other charitable or educational projects relating to dental health.

**ARTICLE III - Duration**

**SECTION 1. Duration**

This foundation should be perpetual.

## **ARTICLE IV - Membership**

This corporation shall have no members pursuant to § 21-1940 of the Act.

## **ARTICLE V - Directors**

### **SECTION 1. General Corporate Powers**

Subject to the provisions and limitations of the Act and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the board.

### **SECTION 2. Specific Powers**

Without prejudice to the general powers set forth in Article V, Section 1 of these *Bylaws*, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with § 21-1986 of the Act, with the articles of incorporation, and with these *Bylaws*; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business of in Nebraska from one location to another.
- (c) Adopt and use a corporate seal, and alter the form of the seal.

### **SECTION 3. Number and Qualification of Directors**

The authorized number of directors shall be up to fourteen (14). The terms of the directors shall be for three years, commencing at the annual meeting of the board each year. Directors will normally serve one three-year term, but may be elected for a second three-year term.

The board of directors shall consist of the following persons:

- (i) Two (2) recent past presidents of Nebraska Dental Association who are willing to serve as Director of the corporation;
- (ii) Up to six (6) members of the Nebraska Dental Association;
- (iii) The person currently serving as executive director of the Nebraska Dental Association who will serve as a non-voting Director, and Secretary and Treasurer;
- (iv) The person currently serving as president of the Nebraska Dental Association; and

- (v) Up to Four persons representing the general public elected by the above directors, excluding the person who is serving as the Executive Director of the Nebraska Dental Association.

#### **SECTION 4. Vacancies on the Board**

A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (a) the death or resignation of any director;
- (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under the Act; or
- (c) the increase of an authorized number of directors.

Subject to the limitations set forth in this section, vacancies on the board may be filled by a majority of the directors then in office at a regular or special meeting called for that purpose, by the unanimous written consent of the directors then in office, or by a sole remaining director.

Any vacancy in the board position held by a director described above in Section 3(i) shall be filled by electing the next most recent past president of the Nebraska Dental Association who is willing to serve as director of the corporation. Any vacancies in the board positions held by the persons described above in Section 3(ii) and (iv) shall be filled by electing in the following order of preference:

- (a) the acting or newly appointed person holding that described office in the Nebraska Dental Association;
- (b) another officer of the Nebraska Dental Association; or
- (c) a member of the Nebraska Dental Association

No director may resign if the corporation would then be left without a duly elected director or directors. No reduction of the authorized number of directors shall have the effect of removing the director before that director's term of office expires.

#### **SECTION 5. Place of Meetings and Meetings by Telephone**

The board will normally meet two (2) times per year. The board will conduct an annual meeting during the Nebraska Dental Association Annual Session and a meeting approximately six months later. Meetings of the board shall be held at any place that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, the principal office of the corporation.

Any meeting may be held by conference telephone or other electronic communication (i.e. e-mail, video teleconference), as long as all directors participating in the meeting can communicate with

one another or otherwise participate in the meeting. All such directors shall be deemed to be present in person at such a meeting

### **SECTION 6. NDA Annual Session Meeting**

An annual meeting of the board shall be held each year at the time of the Nebraska Dental Association Annual Session. Notice of this meeting is not required. The directors shall be elected at the annual meeting.

### **SECTION 7. Special Meetings**

Special meetings of the board for any purpose may be called at any time by the president, vice president, or the secretary or any two directors.

Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- (a) by personal delivery of written notice;
- (b) by first-class mail, postage prepaid;
- (c) by telephone, either directly to the director to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or
- (d) by electronic mail, with a communication response by the receiving party.

All such notices shall be given or sent to the director's address, telephone number, or electronic mail address as shown on the records of the corporation.

Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, or sent electronically at least forty-eight (48) hours before the time set for the meeting.

The notice sent shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

### **SECTION 8. Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the Act, including, without limitation, those provision relating to:

- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,
- (b) approval of certain transactions between corporations having common directorships,
- (c) creation of and appointments to committees of the board, and
- (d) indemnification of directors

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### **SECTION 9. Waiver of Notice**

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, a before or at the commencement of the meeting, the lack of notice to that director.

#### **SECTION 10. Action Without a Meeting**

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a beneficial financial interest in a transaction to which the corporation is a party as defined under § 21-20,112 of the Business Corporation Act, *Nebraska Revised Statutes*, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

#### **SECTION 11. Reimbursement**

Directors may receive such reimbursement of expenses as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

#### **SECTION 12. Committees**

The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and members of the Nebraska Dental Association, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall report its findings and recommendations to the board for its action.

## **ARTICLE VI - Officers**

### **SECTION 1. Officers**

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The corporation may also have, at the board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as the board may appoint. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chairman of the board. The officers must be members of the Board of Directors.

### **SECTION 2. Election of Officers**

The officers of the corporation shall be chosen at the annual meeting by the board and shall serve at the pleasure of the board. The term of the President and Vice President will normally be for two years.

### **SECTION 3. Vacancies in Office**

A vacancy in any office shall be filled in the manner prescribed in these *Bylaws* for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

### **SECTION 4. President**

The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or the *Bylaws* may prescribe.

### **SECTION 5. Vice President**

If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board or the *Bylaws* may prescribe.

### **SECTION 6. Secretary**

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board. The secretary shall keep or cause to be kept, at the principal office in Nebraska, a copy of the articles of incorporation and the *Bylaws*, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these *Bylaws* to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the *Bylaws* may prescribe.

## **SECTION 7. Treasurer**

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these *Bylaws*, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the *Bylaws* may prescribe

## **ARTICLE VII**

### **Indemnification of Directors, Officers, Employees and Other Agents and Liability**

#### **SECTION 1. Right of Indemnity**

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers and employees, and other persons described in the Act, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in § 21-1999 of the Act

#### **SECTION 2. Liability of Directors or Officers**

None of the directors or officers of the corporation shall be liable in any manner whatsoever for the debts, liabilities or obligations of the corporation

## **ARTICLE VIII - Records and Reports**

### **Section 1. Maintenance of Corporate Records**

The corporation shall keep:

- (1) adequate and correct books and records of accounts; and
- (2) written minutes of the proceedings of the board and committees of the board

### **Section 2. Inspection by Directors**

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its

subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents

**ARTICLE IX - Amendment and Repeal.**

The board may adopt, amend, or repeal these *Bylaws* by a two-thirds (2/3) vote, provided that any such amendment does not conflict with the articles of incorporation or with any laws.

**ARTICLE X - Construction and Definitions.**

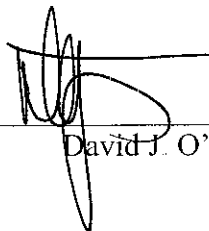
Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nebraska Nonprofit Corporation Act shall govern the construction of these *Bylaws*.

**Certificate of Secretary.**

I certify that I am the duly elected and acting secretary of NEBRASKA DENTAL FOUNDATION, a Nebraska Nonprofit Corporation, that the foregoing *Bylaws*, consisting of nine (9) pages, are the *Bylaws* of this corporation as adopted by the board of directors on April 18, 2008.

Executed on April 18, 2008, at Omaha, Nebraska.

  
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Kimberly K. McFarland, DDS, President

  
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David J. O'Doherty, Secretary



President	DR. KIM MCFARLAND	5102 S 90 <sup>TH</sup> ST LINCOLN, NE 68526
Vice President	DR WAYNE BARKMEIER	18151 MAYBERRY ST OMAHA, NE 68022
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Treasurer	DAVID O'DOHERTY	3120 O ST LINCOLN, NE 68510
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Director	DR. GEORGE SCHLOTHAUER	BOX 148 GERING, NE 69341
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