BY-LAWS OF THE SANTA LUCIA FESTIVAL COMMITTEE, INC.
a Nebraska Nonprofit Corporation

ARTICLE I
PURPOSES AND LIMITATIONS

Section 1.1 The Santa Lucia Festival Committee, Inc. (the "SLFC") is organized and will be operated exclusively for charitable, religious, and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Within the scope of the foregoing purposes, and not by way of limitation thereof, the SLFC is organized to: promote an annual festival honoring Santa Lucia ("Annual Festival"), promote other festivities rich in Italian tradition, promote Italian American heritage and culture, transact any and all lawful business for which a nonprofit corporation may be incorporated under the laws of the State of Nebraska to the extent that such business may be conducted by organizations that qualify as exempt organizations under 501(c)(3) of the Code, and do everything necessary, proper advisable and convenient to the accomplishment of the purposes set forth in the Amended and Restated Articles of Incorporation, as may from time to time be amended (the "Articles"), and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by the Articles.

Section 1.2 To further the SLFC's purposes and mission, the SLFC will have and exercise all the powers conferred by the provisions of the Nebraska Nonprofit SLFC Act, as may from time to time be amended (the "Act"), not outside the scope of the Articles.

Section 1.3 No part of the net earnings of the SLFC shall inure to the benefit of, or be distributable to its Members, or any other private persons, except that the SLFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

Section 1.4 No substantial part of the activities of the SLFC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SLFC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.5 Notwithstanding any other provisions herein, the SLFC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code, and/or (b) by a corporation, contributions to which are deductible under section 170(c) (2), 2055(a)(2) or 2522(a)(2) of the Code

ARTCLE II
MEMBERSHIP

Section 2.1 Members. The SLFC will have members. All membership shall be for one (1) year commencing January 1 and expiring December 31st of the following year (a "Membership Year"). Membership shall be non-transferable.

Section 2.1.1 Active Member. The SFLC will have one (1) class of members referred to as "Active Member." An "Active Member" is a single person who is Catholic or a married couple one of whom is Catholic, at least eighteen (18) years of age, completes a Membership Application approved by two (2) Trustees, and has paid his or her Dues (per Section 2.2 of these By-Laws). Military Active-Duty Members will be exempt from their annual membership dues while on Active-Duty Service.

Section 2.1.2 Rights of Active Members. An Active Member shall have the right to participate in discussions at all Member Meetings, make proposals or motions at such Member Meeting, vote on matters requiring a vote of Active Members, attend all functions of the SLFC, be appointed to an SLFC Operating Committee, and run for any office, subject to meeting the eligibility requirements set forth in Section 5.2. An Active Single Member will be entitled to one (1) vote on each matter submitted to a vote at any Member Meeting. An Active Married Couple Membership will be entitled to two (2) votes (in the aggregate) upon each matter submitted to a vote at any Member Meeting. Proxy Voting is not permitted

Section 2.2 Annual Membership Dues. Annual Membership dues for "Single Membership" and for a "Married Couple Membership" are effective from January 1 to December 31 of the same year. The Secretary shall send a Membership Dues reminder to each Active Member. Membership Dues are non-refundable and non-transferable.

Section 2.2.1 Renewing and New Active Members. Membership Dues shall be due and payable by January 1. Membership Dues will expire on December 31.

Section 2.2.2 Membership Application. Revisions to the Membership Application shall be approved by the vote of a majority of the Active Members.

Section 2.3 Resignation. An Active Member may resign by not renewing his or her membership or by giving written notice to an Officer. An Active Member who has resigned may request reinstatement by following the application procedure set forth in Section 2.2.2. The membership of an Active Member who has been expelled may not be reinstated. All property and records of the SLFC will be returned to an Executive Board Officer within ten (10) days of resignation.

Section 2.4 Misconduct. An Active Member who is alleged to have engaged in or formally charged with misconduct or actions detrimental to the standing or welfare of the SLFC shall be required to appear before a review board of the SLFC comprised of elected Trustees (the "SLFC Review Board") The SLFC Review Board will conduct an investigation of the purported misconduct by including but not limited to, interviewing all persons involved, attempting to substantiate any evidence presented, and preparing a report (the "Report") of its recommendations, which will be submitted

to the Officers of the SLFC. After receiving and reviewing the Report, a formal motion will be made at an Officers' Meeting to vote on whether such Active Member should be expelled from the SLFC. The affirmative vote by a majority of the Officers present at such Officer Meeting at which a Quorum is present. A Quorum is required to authorize the suspension or expulsion of the Active Member that is the subject of the Report. Formal written notice of the results of such vote shall be delivered to the Active Member by certified mail. Any Active Member expelled pursuant to this Section will not be eligible for reinstatement.

Section 2.5 Compensation. An Active Member as such will not receive any compensation for his or her services provided, and nothing herein contained will be construed to prevent an Active Member from servicing the SLFC in any other capacity and receiving reasonable compensation for personal services actually rendered. The SLFC shall not loan money or property to, or guarantee the obligation of, any Active Member.

Section 2.6 Record Date. The record date for determining notice to Active Members of a Member Meeting shall be persons who are Active Members at the close of business Ten (10) days prior to the Member Meeting.

Section 2.7 **Eligibility to Vote.** To vote at any Member Meeting, including the Annual Meeting of the SLFC, shall mean your membership dues must be paid forty-five (45) days prior to the Annual Meeting.

Section 2.8 **Limitation of Liability for Members.** To the fullest extent permitted by the Nebraska Nonprofit Corporation Act, no member of the corporation shall be personally liable for the debts, liabilities, or other obligations of the corporation. All such obligations shall be solely those of the corporation.

ARTICLE III
MEMBER MEETINGS

Section 3.1 Regular Member Meetings. The Active Members of the SLFC shall meet monthly on the first Wednesday of each month at 7:00 PM unless the President issues written notice otherwise ("Regular Member Meeting"). The Regular Member Meeting held in October of a Membership Year shall be deemed the Annual Member Meeting of the SLFC. Business to be conducted at the Annual Member Meeting shall be the election of Officers of the SLFC. Regular Member Meetings will be held for purpose or purposes of such business as may come before the Active Members.

Section 3.2 Festival Member Meetings. Festival Member Meetings are operational meetings held 2 months prior to the SLFC Annual Festival. No Official Meeting Minutes are recorded, but attendance will be recorded.

Section 3.3. Special Member Meetings. A Special Member Meeting of the Active Members ("Special Member Meeting") may be called by the President, a resolution of the Board, or a

resolution of the Active Members. The President shall deliver written notice stating the place, day, and hour of any Special Member Meeting at least ten (10) calendar days before the date of such Special Member Meeting. Such notice shall state the purpose or purposes for which the Special Member Meeting is being called.

Section 3.4 Meeting by Remote Communications Technology. A regular Member Meeting or Special Member Meeting or any Member Meeting that is designated by the President may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet.

Section 3.4.1 Access to Meetings by Remote Communication Technology. Remote communication technology shall be available for all Regular and Special Member Meetings subject to reasonable limitations as determined solely by the Officers.

Section 3.5 Location. All Member Meetings shall be held at the Santa Lucia Hall, 725 Pierce, Omaha, Nebraska unless the President issues written notice otherwise.

Section 3.6 Quorum. The presence of at least ten (10) percent of Active Members shall constitute a quorum ("Member Quorum") for the transaction of business at any Member Meeting

Section 3.7 Voting. Active Members have the right to make and second motions at a Member Meeting. The vote upon any motions made can be done by the raising of hands, roll call, or written ballot. Proxy voting is not permitted. Each member present will be entitled to one (1) vote on each matter submitted to a vote at any such member meeting. Voting when not in-person will be subject to reasonable limitations and rules as included in the SLFC Operations Manual.

Section 3.8 Manner of Acting. The act of the majority of Active Members at a Member Meeting at which a Member Quorum is present shall be the act of the Active Members.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the SLFC shall be managed under the direction of the Board of Directors. The Board of Directors shall have full power to act on behalf of the SLFC as permitted by the statutes of the States of Nebraska, the Articles, and these By-Laws, as may be amended from time to time.

Section 4.2 Composition of the Board of Directors. The Board of Directors shall consist of the Executive Board, which is the top five (5) Officers: the President, the Vice President, the Secretary, the Treasurer, and the Financial Secretary.

Section 4.3 Number. The number of Directors on the Board will be five (5). The number of Directors will not be fewer than five (5) and no more than seven (7).

Section 4.4 Board of Directors Eligibility to Hold. Any Board of Director must meet and maintain the eligibility requirements to serve as an Officer according to Section 5.2 Eligibility to Hold and Maintain Office, of these By-Laws.

Section 4.5 Board of Directors Duties. The Board of Directors are fiduciaries of the SLFC. The Board of Directors are responsible for ensuring the SLFC is in compliance with all legal and ethical requirements.

The Board of Directors' duties include:

1. Develop a strategic plan and vision to advance SLFC's mission and impact in the community;
2. Create and update the development plan to accomplish the strategic plan;
3. Review financial reports and the Trustees Annual Audit of the SLFC finance and insurance policies; and
4. Maintain transparency to the SLFC Membership.

Both the Development Plan and the Strategic Plan are subject to approval by the affirmative vote of a simple majority of the Active Members present and voting at a Regular or Special Member Meeting in which a quorum is present and for which notice is given regarding a vote to approve said plan(s).

Section 4.6 Board of Directors Job Descriptions. The President shall serve as the Chairperson and shall call and preside over all meetings of the Board. The Secretary shall serve as the Secretary of the Board and shall transcribe meeting minutes of the Board. A copy of all Board Meeting Minutes shall be shared with the SLFC Membership at the first Regular Member Meeting following a Regular or Special Board Meeting.

Section 4.7 Election and Term. Directors will be elected at the Annual Meeting to provide for staggered terms of office and continuity. The term for each Director will be the same as the term for the Office that the Director has been elected for and currently serves.

Section 4.8 Regular Meetings of the Board of Directors. Regular meetings of the Board ("Regular Board Meeting") shall be held quarterly at the Santa Lucia Hall at 7:00 PM on the third Wednesday of the month during the months of January, April, July, and October unless the Chairperson issues written notice otherwise. Regular Board Meetings will be held for the purpose or purposes of such business as may come before the Board.

Section 4.9 Special Board Meetings. Special meetings of the Board ("Special Board Meeting") may be called by the Board Chairman, the President, or by any Directors. The Chairperson of the Board shall deliver written notice stating the place, day, and hour of any Special Board Meeting at least ten (10) calendar days before the date of such Special Board Meeting. Such notice shall state the purpose or purposes for which the Special Board Meeting is being called. The notice requirement may be waived for a specific Special Board Meeting if all Directors provide a written waiver of notice to the Chairperson.

Section 4.10 Quorum. The presence of four (4) of the Directors on the Board will constitute a quorum ("Board Quorum") for the transaction of business at any meetings of the Board.

Section 4.11 Voting. Directors have the right to make motions at any Board Meeting. The vote upon any motions made can be done by raising hands, roll call, or secret written ballot. Each Director present will be entitled to one (1) vote on each matter submitted to a vote at any such meeting. Proxy voting is not permitted.

Section 4.12 Manner of Acting. The affirmative vote of a simple majority of the Directors present and voting at a Regular or Special Board Meeting in which a quorum is present and for which notice is given regarding a vote, will be the act of the Board.

Section 4.13 Meeting by Remote Communications Technology. A Regular Board Meeting, Special Board Meeting, or any meeting of the Board that is designated by the Chairperson of the Board or President may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet. A Director's participation in a Regular Board Meeting or Special Board Meeting held in a manner provided for in this section constitutes that Director's presence at such meeting.

Section 4.14 Board Action Without Meetings. Any action required or permitted by the Act to be taken at any meeting of the Board or any Board Committee thereof may be taken without a meeting if the action is taken by all Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken in this manner is effective when the last Director signs the consent unless the consent specifies a different effective date. Such written consent shall be filed in the, as appropriate, and a copy of the minutes shall be sent to the Active Members.

Section 4.15 Meeting Minutes. The Secretary will record and maintain complete and accurate minutes for each Regular and Special Board Meeting. The Secretary will retain the previous year's minutes and have them available at all Regular and Special Board Meetings. The Secretary must submit the Meeting Minutes to the Active Members of the SLFC prior to the next Regular Member Meeting.

Section 4.16 Removals and Vacancies. A Director may be removed for cause by the Active Members by an affirmative vote of at least two-thirds (2/3) of the Active Members present and voting at a Special Meeting in which a quorum is present and for which notice is given regarding a vote to remove said Director. All property and records of the SLFC will be returned to a Director within ten (10) days of resignation. Any vacancy of a Director shall be filled by the Active Members with nominations followed by an affirmative vote of a simple majority of the Active Members present and voting at a Regular or Special Member Meeting in which a quorum is present and for which notice is given regarding a vote to fill a vacancy. The meeting notice must state that the purpose, or one of the purposes, of the meeting is to vote on the removal of the Director or to fill a Director vacancy. Any Director elected to fill a vacancy on the Board shall serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.17 Resignation. A Director may resign at any time by delivering a written resignation to the Board or the President of the SLFC. Such resignation will be effective upon receipt. All property and records of the SLFC will be returned to a Director within ten (10) days of the resignation.

Section 4.18 Compensation. Directors as such will not receive any compensation for their services as Directors, provided, that nothing herein contained will be construed to preclude any Director from serving the SLFC in any other capacity and receiving reasonable compensation for personal services actually rendered. The SLFC shall not loan money or property to, or guarantee the obligation of, any Director.

Section 4.19 Limitation of Liability of Directors. To the fullest extent permitted by the Nebraska Nonprofit Corporation Act, no director of the corporation shall be personally liable for the debts, liabilities, or other obligations of the corporation. All such obligations shall be solely those of the corporation.

Section 4.20 Indemnification of Directors. To the fullest extent permitted by the Nebraska Nonprofit Corporation Act, the corporation shall indemnify any director who was or is a party to any threatened, pending, or completed action, suit, or proceeding—whether civil, criminal, administrative, or investigative—by reason of the fact that such person is or was a director of the corporation. Indemnification shall include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, if the director acted in good faith and in a manner reasonably believed to be in the best interests of the corporation. No indemnification shall be provided in cases of gross negligence, willful misconduct, or knowing violation of the law. The corporation may advance expenses to a director prior to the final disposition of such proceedings, subject to the provisions of the Act.

ARTICLE V
OFFICERS AND EXECUTIVE BOARD

Section 5.1 Elected Officers. The order of Officers is as follows:

1) PRESIDENT
2) VICE-PRESIDENT
3) SECRETARY
4) TREASURER
5) FINANCIAL SECRETARY
6) ASSISTANT SECRETARY
7) PARADE MARSHALL
8) SERGEANT-AT-ARMS
9) TRUSTEES

The foregoing referred to herein individually as "Officer' and collectively as "Officers."

The number of Officers (including Trustees) may be increased at any time by a majority vote of the Active Membership at a meeting at which a quorum is present.

All property of the SLFC must be returned to an Executive Officer within ten (10) days of resignation from office.

Section 5.1.1 Executive Board. The top five (5) Officers shall constitute the "Executive Board." The Executive Board shall serve as the Board of Directors for the SLFC. The affirmative vote of a majority of the Executive Board present at an Executive Board meeting at which a Quorum of four (4) is present will be required to authorize any action delegated to the Executive Board by these By-Laws. The Executive Board shall have the authority to appoint, by a majority vote, professional services, including but not limited to accounting firms, financial service firms, and legal firms for the business of the SLFC.

The Executive Board will shall have the right to attend all meetings of each Operating Committee, bring up business at meeting(s) of each Operating Committee and participate in discussions at meetings of each Operating Committee.

Section 5.1.2 Regular Meetings of the Officers. Regular meetings of the Officers ("Regular Officer Meeting") shall be held monthly at the Santa Lucia Hall at 6:30 PM on the second Wednesday of the month unless the President issues written notice otherwise. Regular Officer Meetings will be held for the purpose or purposes of such business as may come before the Board.

Section 5.1.3 Special Officer Meetings. Special meetings of the Officers ("Special Officer Meeting") may be called by the President or by any Directors. The President shall deliver written notice stating the place, day, and hour of any Special Officer Meeting at least ten (10) calendar days before the date of such Special Officer Meeting. Such notice shall state the purpose or purposes for which the Special Officer Meeting is being called. The notice requirement may be waived for a specific Special Officer Meeting if all Officers provide a written waiver of notice to the President.

Section 5.1.4 Quorum. The presence of seven (7) of the Officers will constitute a quorum ("Officer Quorum") for the transaction of business at any meetings of the Officers.

Section 5.1.5 Voting. Officers have the right to make motions at any Officer Meeting. The vote upon any motions made can be done by raising hands, roll call, or secret written ballot. Each Officer present will be entitled to one (1) vote on each matter submitted to a vote at any such meeting. Proxy voting is not permitted.

Section 5.1.6 Manner of Acting. The affirmative vote of a simple majority of the Officers present and voting at a Regular or Special Officer Meeting in which a quorum is present and for which notice is given regarding a vote, will be the act of the Officers.

Section 5.1.7 Meeting by Remote Communications Technology. A Regular Officer Meeting, Special Officer Meeting, or any meeting of the Officers that is designated by the President may be held by means of a remote electronic communications system, including videoconferencing

technology or the Internet. An Officer's participation in a Regular Officer Meeting or Special Officer Meeting held in a manner provided for in this section constitutes that Officer's presence at such meeting.

Section 5.2 Eligibility to Hold and Maintain Office. To be eligible to run for and be elected as an Officer of the SLFC, a person must be an Active Member for at least one (1) full year (two (2) full years if running for President) immediately preceding the date of nomination at the September Regular Meeting. To be eligible to hold or maintain any Office a person must be an Active Member who has attended at least fifty (50) percent of the Regular Member Meetings and fifty (50) percent of the Festival Member Meetings from the prior year October Annual Member Meeting through the current year September Regular Member Meeting. No person may simultaneously hold more than one office.

Section 5.3 Nomination. An Eligible Member of the SLFC may place his or her name on the nomination or receive a nomination from an Active Member, at the September Monthly Meeting. All nominations will begin with the highest available office, and then proceed to the next highest office, and so on. An Eligible Member may be nominated for more than one (1) office. A Member elected as an Officer or Director must maintain eligibility per Section 5.2 Eligibility to Hold and Maintain Office throughout their term of office.

Section 5.4 Election. Elections for Officers will be held each year at the Annual Meeting. Each office will be voted on by secret ballot following the procedure set forth below in this Section 5.4. Elections will begin with the highest available office, and then proceed to the next highest office, and so on. An Eligible Member may be nominated for more than one office during the nomination process. In case of a tie vote, a new ballot will be taken. Voting remotely will be guided by Section 5.1.1, the Executive Board. In the event a current Officer is elected to a new office, their current office will be deemed vacant. The vacant office will immediately be open for nomination and voted on at the Annual Meeting by the Membership. All offices are two (2) year terms.

Section 5.5 Election Committee. The people holding the office of a Trustee on the date of the Annual Meeting will serve as an election committee ("Election Committee"). The Election Committee shall have the following duties at the Annual Meeting:

1. Confirm the number of Active Members present at the Annual Meeting eligible to vote with the Sergeant at Arms;
2. Announce the office up for vote and the nominees for that office;
3. Distribute the ballots to those people present at the Annual Meeting who are eligible to vote;
4. Collect the ballots and confirm the official count of ballots cast for each Office;
5. Present the results of each office to the Membership at the Annual Meeting; and
6. Continue elections as listed above in Sections 5.4 and 5.5, in order of offices up for vote. Distribute, collect, and count ballots, and present the results until all offices, excluding the Trustees, have been elected. The newly elected Officers, led by the President, will assume the duties of the Election Committee in respect of the election of the Trustees.

Section 5.6 Officer Term. The term of each person elected as an Officer at the Annual Meeting will commence immediately upon the conclusion of the Annual Meeting. The outgoing Officer shall work with the newly elected Officer to transfer all property, information, and access prior to the next Regular Member Meeting.

Section 5.7 Duties and Term of the President. (Highest Ranking Officer of the SLFC). An election for the President will be held in each even year. The President will be the chief executive officer of the SLFC. The term of the President shall be two (2) years The President shall serve no more than two (2) consecutive terms. The President will have the following duties:

1. Issue notices of all Member Meetings in accordance with these By-Laws, meeting agenda, and member meeting minutes;
2. Preside at all Member Meetings and preside at all meetings of the Board as the Board Chairperson;
3. Oversee the actions of the SLFC, Active Members, and Officers to comply with the By-Laws;
4. Ensure SLFC Membership and Board of Directors decisions are implemented;
5. Appoint all Operating Committee Chairpersons and the Devoti Committee;
6. Supervise the performance and duties of all Officers and of the Chairpersons of each Operating Committee;
7. Perform other duties on behalf of the SLFC; and
8. Execute all contracts, and any documents on behalf of SLFC.

Section 5.8 Duties and Term of the Vice President. (Second Highest Ranking Officer of the SLFC). An election for the Vice President will be held in each odd year. The term of the Vice President will be two (2) years. The Vice President will have the following duties:

1. Assist the President in the performance of the President's duties;
2. Perform the President's duties during the President's absence or if the President is unable to perform his or her duties;
3. Supervise all Operating Committees and Operating Committee Chairpersons of each Operating Committee;
4. Should the President resign or become unable to perform his or her duties for the remainder of his or her term, the Vice President will assume the office of President for the remainder of such term;
5. Inventory Member badges and ribbons; and
6. Assist with the inventory and ordering of Festival Food and Equipment.

Section 5.9 Duties and Term of the Secretary (Third Highest Ranking Officer of the SLFC). An election for the Secretary will be held in each even year. The term of the Secretary will be two (2) years. The Secretary will have the following duties:

1. The custodian of the SLFC archives;
2. Record and maintain complete and accurate minutes of each Member Meeting;

3. Assist the President with any correspondence dealing with SLFC matters, including sending out all Member Meeting and Board Meeting correspondence;
4. Have available at all Member Meeting one (1) year of Active Member attendance records, Member Meeting minutes, and Board Meeting minutes;
5. Record and maintain an up-to-date roster of Active Members;
6. Provide a written reminder to all current Active Members to renew membership by paying Membership Dues;
7. Maintain copies of the By-Laws and issue a copy to any Active Member, upon request;
8. Submit all completed new Membership Applications for signature by two (2) Trustees and record online membership transactions; and
9. Maintains all Attendance Records for October Annual Meeting Elections and members eligible to hold office.

Section 5.10 Duties and Term of the Treasurer (Fourth Highest Ranking Officer of the SLFC). An election for the Treasurer will be held in each odd year. The term of the Treasurer will be two (2) years. The Treasurer will have the following duties:

1. Maintain accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the SLFC;
2. Ensure all collected monies from SLFC activities are performed by an appointed officer;
3. Deposit all monies, securities, and other valuable effects of the SLFC in such depositories;
4. Provide a current financial report of the SLFC at all Regular Member Meetings;
5. Issue and sign checks upon receipt of the proper order of payment within thirty (30) days of receiving such invoice; and
6. Ensure that the books and records of the SLFC are available, upon request by any Active Member Section

5.11 Duties and Term of the Financial Secretary (Fifth Ranking Officer of the SLFC). An election for the Financial Secretary will be held in each even year. The term of the Financial Secretary will be two (2) years. The Financial Secretary will have the following duties:

1. Assist the Treasurer in maintaining all accounting receipts and financial transactions;
2. Ensure that the accountant/accounting firm engaged by SLFC receives in a timely manner all financial documents and records for preparation of the SLFC's tax filings required by applicable laws and regulations;
3. Ensure that any requests for financial records of the SLFC are provided to an approved requesting party in a timely manner;
4. Provide a current Annual Financial Report of the SLFC at all regular Member meetings for the Membership;
5. Make all SLFC records and books available to the Trustees for yearly audit purposes; and
6. Reconcile all SLFC accounts on a quarterly basis.

Section 5.12 Duties and Term of the Assistant Secretary (Sixth Ranking Officer of the SLFC). An election for the Assistant Secretary will be held in each odd year. The term of the Assistant Secretary will be two (2) years. The Assistant Secretary will have the following duties:

1. Assist the Secretary in his or her duties, especially in his or her absence;
2. Assist the Secretary in sending out all Member Meeting correspondence;
3. Assist the Secretary in maintaining an up-to-date roster of Active Members;
4. Introduce any guests and new Active Member applicants at any Member Meetings;
5. Assist the Secretary in sending a written reminder to all Active Members to renew their membership dues;
6. Record and maintain complete and accurate Officer Meeting Minutes;
7. Record attendance at all Officer Meetings; and
8. Oversee and record all Donation Letter Acknowledgements.

5.13 Duties and Term of the Parade Marshall (Seventh Ranking Officer of the SLFC). An election for the Parade Marshall will be held each even year. The term of the Parade Marshall will be two (2) years. The Parade Marshall will have the following duties:

1. Obtain all permits required for the Annual Festival processions;
2. Organize and direct the Annual Festival Pre-Mass Procession;
3. Organize and direct the Annual Festival Post Mass Procession;
4. Ensure large and small floats are clean and operation prior to the Annual Festival;
5. Organize all vehicles taking part in the Annual Festival Processions;
6. Organize and arrange the Final Benediction and Street Dance from the Church to the SLFC Hall after the Benediction;
7. Collaborate with the Spiritual Director to ensure the Devoti assignments and activities are being fulfilled in accordance with the SLFC Operations Manual and the Devoti Committee; and
8. Assist in promoting Annual Festival Queens and Queen Candidates at parades and other activities.

Section 5.14 Duties and Term of the Sergeant of Arms (Eighth Ranking Officer of the SLFC). An election for the Sergeant of Arms will be held in each odd year. The term of the Sergeant of Arms will be two (2) years. The Sergeant of Arms will have the following duties:

1. Maintain order at all Member Meetings;
2. Assist the Parade Marshall;
3. Assist the Maintenance Committee in the service and repairs of the SLFC Hall and other property owned by the SLFC; and
4. Complete and record member attendance at all Member Meetings.

Section 5.15 Duties and Term of the Trustee (Minimum Five (5) to serve for the SLFC). The election of two (2) of the Trustees will be held in even years and the election of three (3) of the Trustees will be held in odd years. The term of each of the Trustees will be two (2) years.

The Trustees will have the following duties:

1. Audit the financial records and books of the SLFC on an annual basis no later than September 30th;
2. Oversee and report on the status of the SLFC insurance coverage annually;
3. Oversee and participate in all financial activities for the duration of the Annual Festival with at least one (1) Trustee and at least one (1) security representative, along with the Treasurer and I or Financial Secretary. Temporary Trustee(s) may be appointed by the President for the duration of the Annual Festival;
4. Undertake a review of the SLFC "Articles of Incorporation" and these By-Laws every two (2) years by March 31st and present their recommendations at the April Meeting. The Trustees may solicit assistance from other Officers or Active Members; and
5. Serve as the Review Board to address complaints presented by an Active Member or other individuals and make recommendations to the SLFC Officers.

Section 5.15 Resignation. Any Officer of the SLFC may resign by delivering a written resignation to the President of the SLFC. Such resignation will be effective upon receipt. All property and records of the SLFC will be returned to a Director within ten (10) days of resignation.

Section 5.17 Removal and Vacancies. An Officer may be removed for cause by the Active Members by an affirmative vote of at least two-thirds (2/3) of the Active Members present and voting at a Special Meeting in which a quorum is present and for which notice is given regarding a vote to remove said Officer. All property and records of the SLFC will be returned to a Director within ten (10) days of resignation. Any vacancy for an Officer shall be filled by the Active Members with nominations followed by an affirmative vote of a simple majority of the Active Members present and voting at a Regular or Special Member Meeting in which a quorum is present and for which notice is given regarding a vote to fill a vacancy. The meeting notice must clearly state that the purpose, or one of the purposes, of the meeting is to vote on the removal of the Officer or to fill an Officer vacancy. Any Officer elected to fill a vacancy shall serve the term of his or her predecessor.

Section 5.18 Compensation. An Officer as such will not receive any compensation for their services as Officer; provided, that nothing herein contained will be construed to preclude any Officer from serving the SLFC in any other capacity and receiving reasonable compensation for personal services actually rendered. The SLFC shall not loan money or property to, or guarantee the obligation of, any Officer.

Section 5.19 Limitation of Liability of Officers. To the fullest extent permitted by the Nebraska Nonprofit Corporation Act, no officer of the corporation shall be personally liable for the debts, liabilities, or other obligations of the corporation. All such obligations shall be solely those of the corporation

Section 5.20 Indemnification of Officers. To the fullest extent permitted by the Nebraska Nonprofit Corporation Act, the corporation shall indemnify any officer who was or is a party to any threatened, pending, or completed action, suit, or proceeding—whether civil, criminal, administrative, or investigative—by reason of the fact that such person is or was an officer of the corporation. Indemnification shall include expenses (including attorneys' fees), judgments, fines,

and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, if the officer acted in good faith and in a manner reasonably believed to be in the best interests of the corporation. No indemnification shall be provided in cases of gross negligence, willful misconduct, or knowing violation of the law. The corporation may advance expenses to an officer prior to the final disposition of such proceedings, subject to the provisions of the Act.

ARTICLE VI
ANNUAL FESTIVAL AND ANNUAL FESTIVAL QUEEN

Section 6.1 Festival and Festival Queen. Candidates for queen of the Annual Festival ("Queen Candidates") and Active Members of the SLFC sell raffle tickets ("Raffle Tickets"). The queen for the Annual Festival ("Festival Queen") is chosen from Queen Candidates based upon the following: the number of raffle tickets sold by each Queen Candidate during the validity period of the Lottery Raffle Special Permit License issued for the Annual Festival, the overall GPA of each Queen Candidate, the total community service hours logged by each Queen Candidate during the period of time set forth in the "Santa Lucia Festival Queen Contest Rules and Format" (described below), and such other criteria as may be approved by resolution of the SLFC Membership. An accounting firm tabulates the scores for each Queen Candidates and reveals the Annual Festival Queen during the Closing Ceremony of the Annual Festival.

Section 6.2 Queen Contest Rules. The Board shall maintain a document entitled the "Santa Lucia Festival Queen Contest Rules and Format." The Board, with input from the Queens Committee, shall review the "Santa Lucia Festival Queen Contest Rules and Format' as deemed necessary. Revisions of the "Santa Lucia Festival Queen Contest Rules and Format" must be submitted for approval of the membership by a majority vote at a Regular Member Meeting or Special Member Meeting at which a member quorum is present.

ARTICLE VII
HONORARY PRESIDENT

Section 7.1 Honorary President. A person of good character in the community who has not been an Active Member of the SLFC for five (5) consecutive years may be nominated by an Active Member and approved by the majority vote of Active Members present at a Member Meeting at which a Member Quorum is present to serve as Honorary President. The term of an Honorary President shall be for one (1) year. An Honorary President will not be assessed dues. An Honorary President may attend all SLFC Member Meetings and functions but will have no power to vote or any other rights or privileges with respect to the governance of the SLFC. There shall be only one (1) Honorary President at any given time.

ARTICLE VIII
GENERAL PROVISIONS

Section 8.1 Contracts. The President of the SLFC will have the power and authority to execute on behalf of and bind the SLFC with respect to contracts in the ordinary course of the SLFC's business and activities.

Section 8.2 Property and Equipment. The SLFC shall own or lease the properties and equipment necessary to promote its operations in accordance with the financial matrix and as approved by an affirmative vote of at least two-thirds (2/3) of the Active Members present and voting at a Regular or Special Meeting in which a quorum is present. The use of any SLFC Logo's, print, or other documents must have written authorization by the Executive Board.

Section 8.3 Financial Transactions. All checks, drafts or other payment of money, notes or other evidence of indebtedness issued in the name of the SLFC will be approved subject to spending limitations as set forth in the financial transaction matrix. Any transaction or agreement to spend over $15,000 requires voting approval by the majority of the membership at a Regular or Special Meeting. Any transaction or agreement to create indebtedness of the Santa Lucia Festival Committee requires approval by approved by an affirmative vote of at least two-thirds (2/3) of the Active Members present and voting at a Regular or Special Meeting in which a quorum is present.

Section 8.4 Deposits. All funds of the SLFC will be deposited to the credit of the SLFC in banks, trust companies or other depositories within 30 days of receipt in the designated financial institution of the SLFC.

Section 8.5 Custodians. The Board may designate a bank, trust company or depository as custodian of the funds and properties of the SLFC. The custodian will maintain a record of all receipts, expenditures, income, and expenses of the SLFC and/or perform such ministerial duties as the Board of Directors by written direction may instruct. The custodian may receive fees for its services as may be agreed upon by the Board and the custodian.

Section 8.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the SLFC as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said SLFC is authorized to transact or do by its Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said SLFC might or could do if it acted by and through its regularly elected and qualified Officers.

Section 8.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the SLFC. In the absence of contrary action by the Board, the fiscal year of the SLFC will begin on the first day of January each year and end on the last day of December each year.

Section 8.8 Financial Transaction Matrix. All financial transactions of the SLFC, including the disbursement of funds of the SLFC, shall be subject to written approval as designated in the Financial Transaction Matrix as recommended by the Board of Directors and approved by the Active

Membership at a regular or special meeting. The Board of Directors may approve the expenditure of SLFC funds, in the ordinary course of business, not to exceed $500.00 per transaction.

Section 8.9 SLFC Participation in Community Events. The President and Vice President acting jointly with the Treasurer or the Financial Secretary, may approve the SLFC's participation in community events that are consistent with its purpose and mission and with the Articles.

Section 8.10 Property Devoted to Corporate Purposes. All income and properties of the SLFC will be devoted exclusively to the purposes as provided in its Articles and these By-Laws. The Officers may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as are reasonably calculated to conduct such purposes as set forth in its Article and these By-Laws.

Section 8.11 Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors or the membership, the conflicted person shall fully disclose the nature of the interest and withdraw from discussion and vote on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Active Members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 8.12 Severability. If any provision of these By-laws, or the application thereof to any person or circumstance, is found to be invalid, illegal, or unenforceable for any reason, such invalidity shall not affect the remaining provisions of these By-laws. The remaining provisions shall be construed and enforced as if such invalid, illegal, or unenforceable provisions have never been included, to the fullest extent permitted by the Nebraska Nonprofit Corporation Act.

Section 8.13 Amendments. These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by an affirmative vote of at least two-thirds (2/3) of the Active Members present and voting at a Special Meeting in which a quorum is present and for which notice is given regarding a vote to amend these By-Laws.

CERTIFICATION

The undersigned, being President of the Santa Lucia Festival Committee Inc., a Nebraska nonprofit corporation, hereby certifies that the foregoing By-Laws are the duly adopted By-Laws of the SLFC as Amended in a Special Meeting on September 30, 2026.

Anna Diederich, President