

BY-LAWS
OF
THE BUCKLE, INC.
ARTICLE I - OFFICES

Section 1: The principal office of The Buckle, Inc. (hereinafter referred to as "Corporation") shall be located in Kearney, Buffalo County, Nebraska. The Corporation may have as many other offices within or without the State of Nebraska as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2: The registered office of the Corporation required by the Nebraska Business Corporation Act to be maintained is located at 2407 West 24th Street, P. O. Box 1480, Kearney, Buffalo County, Nebraska 68848. The address of the registered office of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE II - STOCKHOLDERS' MEETINGS

Section 1: The place of all meetings of the stockholders shall be the principal office of the Corporation in Kearney, Buffalo County, Nebraska, or at such other places as may be determined from time to time by the Board of Directors, and the place at which such meetings shall be held shall be stated in the notice and call of the meeting.

Section 2: The time of the annual meeting of the stockholders of the Corporation shall be as soon after the 15th day of March each year as year-end records are available and proper notice given.

Section 3: The purpose of the annual stockholders' meeting shall be (a) the election of the Board of Directors; and (b) the transaction of such other business as may properly come before the meeting.

Section 4: Notice of the time and place of the annual meeting of stockholders shall be given to each stockholder of record of the Corporation entitled to vote at such meeting, by mailing to each such stockholder, at least ten (10) days prior to said meeting, a notice of the meeting, postage prepaid, to the stockholder's last known address. This notice may be waived in writing by any stockholder.

Section 5: Special meetings of stockholders may be called by the Chairman of the Board, a majority vote of the Board of Directors or by holders of not less than 1/10th of all shares entitled to vote. Notice of the time and place of such meeting shall be given as prescribed by Nebraska law.

ARTICLE III - BOARD OF DIRECTORS

Section 1: The management and control of the business of the Corporation shall be vested in a Board of Directors, consisting of at least three persons. All directors shall be elected at the annual meeting of stockholders for a term of one year, but shall hold office until their successors are elected and qualified. The Board of Directors may employ such agents as the Board may determine to be necessary.

Section 2: The Board of Directors may elect an executive committee made up of not less than three directors, but no more than five directors, to manage the day-to-day business activities of the Corporation.

Section 3: Any vacancies in the Board of Directors caused by resignation, death, or otherwise, may be filled by the remaining directors at a special meeting called for that purpose, or by the stockholders at any regular or special meeting held prior to the filling of such vacancy by the Board of Directors. The person so appointed as director shall hold office until the next annual meeting of the stockholders, or until a successor is properly elected and qualified.

ARTICLE IV - DIRECTORS' MEETING

Section 1: The full Board of Directors shall meet quarterly on dates predetermined and preset by the Board.

Section 2: Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President of the Corporation, or by a majority vote of the Board of Directors. Notice of the time and place of any such meeting shall be given by the secretary of the Corporation either in person, by telephone, or in writing at least three (3) days prior to such meeting. All notice requirements may be waived in writing by each director.

Section 3: A majority of the directors duly elected shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at the meeting, a majority of the directors

present may adjourn the meeting without further notice. The acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE V - OFFICERS

Section 1: The offices and the officers of the Corporation shall be as determined appropriate and necessary by the Board of Directors.

Section 2: Any vacancies in office arising from death, resignation, or other causes may be filled by the Board of Directors at any regular or special meeting.

Section 3: The duties of those persons designated as officers by the Board of Directors shall be such as are usually imposed upon such officials of corporations and as are required by law, and as such, may be assigned to them respectively by the Board of Directors from time to time.


ARTICLE VI - WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VII - AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered, repealed, or new By-Laws may be made and adopted at any annual or special meeting of the stockholders.

Adopted this 7th day of August, 1991.



Daniel J. Hirschfeld,
Sole Stockholder