

AMENDED BYLAWS OF
NEBRASKA HEALTH CARE FOUNDATION

ARTICLE I. OFFICES

The principal office of Nebraska Health Care Foundation (hereinafter “Corporation”) shall be located in Lincoln, Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office of the Corporation may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Classes of Members. Corporation shall have one class of voting members.

Section 2. Membership. The sole voting member shall be The Nebraska Health Care Association, Inc. (hereinafter “Member”), which shall have the sole vote on each matter submitted to the membership. Member shall exercise its vote by majority vote of its Board of Directors at any regular or special meeting of its board with a quorum present, or in any other manner as its Board of Directors shall determine.

Section 3. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. An annual meeting of the Member shall be held at a date and time determined by the Corporation’s Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Member, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Member as soon thereafter as conveniently may be. Member shall be represented by such of its officers as its Board of Directors designates.

Section 2. Special Meetings. Special meetings may be called by the Chair, the Board of Directors, or Member.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation, but if Member shall meet at any time and place, either within or without the State of Nebraska, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. The meetings may be held electronically.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of Member shall be delivered personally, electronically, or by mail to the Secretary/Treasurer of Member, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chair, or the Secretary/Treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to Member at its address as it appears on the records of the corporation, with postage thereon prepaid. When sent electronically, the notice shall be deemed to be delivered when sent unless returned from the service provider as undeliverable.

Section 5. Action by Member. Any action required by law to be taken at a meeting of Member, or any action which may be taken at a meeting of Member, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Chair and Secretary/Treasurer of Member. The written consent may be by electronic means. Further, if a vote of Member is required, the Board of Directors of Member may vote electronically to authorize an action by Member if such electronic vote is determined appropriate by the Chair.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Nebraska.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the corporation shall be no more than eleven (11), with a minimum of seven (7) Directors. Each Director shall hold office for a term of two years and until his or her successor shall have been elected and qualified. No more than forty-nine percent (49%) of the Directors of Corporation shall be on Member Board or employed by Member.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of Member. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Nebraska, for the holding of quarterly regular meetings of the Board without other notice than such resolution. The meetings may be held electronically with no less than one meeting a year to be held in-person.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. 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 meeting of the Board called by them. The meetings may be held electronically.

Section 5. Notice. Notice of any regular, annual, or special meeting shall be given at least seven (7) days previously thereto by written notice delivered personally, electronically, or to each Director at his or her 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 an envelope so addressed, with postage thereon prepaid. When sent electronically, the notice shall be deemed to be delivered when sent unless returned from the service provider as undeliverable. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the 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. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and 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 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chair shall preside at all meetings of Member and of the Board of Directors. The Chair may sign, with the Secretary/Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statutes to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 7. Secretary/Treasurer. The Secretary shall keep the minutes of Member and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary/Treasurer by such

Member; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provision set forth in these bylaws and in general perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chair or the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of the Secretary/Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The staff of Member may assist the Secretary/Treasurer in his/her/their duties.

ARTICLE VI. COMMITEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Persons who are not Directors may serve as members of such committees.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of Member of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary/Treasurer and countersigned by the Chair or a Vice Chair of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE VIII. 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 Member, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by the member, or its agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. EQUAL OPPORTUNITY POLICY

The Board of Directors and the officers of the Corporation, in making scholarship and grant awards and conducting educational, scientific, and charitable activities, shall not discriminate against applicants, recipients, or students on the basis of race, color, religion, sex, national origin, age, disability or genetic information, or ethnic origin.


ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws, except for the designation of the voting Member and its rights, may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of the intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Any bylaw affecting the rights of the voting Member may only be amended by the vote of the voting Member.

DATED this 20th day of November, 2023.


Secretary