

BYLAWS
OF
**NEBRASKA HOSPITAL ASSOCIATION CHARITABLE,
SCIENTIFIC, AND EDUCATIONAL FOUNDATION**
a Nebraska nonprofit corporation

ARTICLE I
MEMBERSHIP

The Corporation shall have only one member, Nebraska Hospital Association, a Nebraska nonprofit corporation ("the Member"), acting by and through its Board of Directors.

ARTICLE II
MEETINGS OF MEMBER

SECTION 1. Annual Meetings. The annual meeting of the Member for the election or appointment of Directors of the Corporation and for the transaction of such other business as may come before the meeting shall be held in conjunction with the annual meeting of Nebraska Hospital Association. In the event that circumstances should make it impossible to hold the annual meeting at the scheduled time, the date of the meeting may be advanced or postponed by the Chairman for a period not to exceed seven (7) days from said date.

If the election day of Directors shall not be held on the day designated herein for the annual meeting, or any other day fixed by the Board of Directors of the Member, as the case may be, or on the day of any adjourned session thereof, the Board of Directors of the Member shall cause the election to be held at a special meeting as soon thereafter as may be convenient. At such special meeting, the Member may elect the Directors and transact other business with the same force and effect as at an annual meeting duly called and held.

SECTION 2. Special Meetings. Special meetings of the Corporation may be held at the call of the Chairman or a majority of the Board of Directors, or at a call by the Member. No business may be transacted except such as is set forth in the call for the meeting.

SECTION 3. Notice of Meeting. Written, printed or electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either

personally, by mail, or electronically by or at the direction of the Chairman, or the Secretary, or the persons calling the meeting, to the Member. No notice need be given of adjourned meetings.

SECTION 4. Organization. At each meeting of the Corporation, the Chairman of the Board of Directors, or in his/her absence, the Vice Chairman, shall act as chairman of the meeting. The Secretary, or in his/her absence an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries, a person whom the chairman of such meeting shall appoint, shall act as Secretary of such meeting and keep the minutes thereof.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. General Powers and Duties. The business, property, and affairs of the Corporation shall be managed by the Board of Directors. In addition to the powers and authorities expressly conferred upon the Board of Directors by the Articles of Incorporation and these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things which are not otherwise required by (a) the laws of the State of Nebraska, (b) the Articles of Incorporation, or (c) these Bylaws, to be exercised or done by the Member, including without limitation the power and authority:

A. To receive and accept in kind and to hold and administer as an investment as long as it shall seem best, any and all property which may come to the Corporation, without liability for depreciation or loss through errors of judgment or otherwise.

B. To mingle funds of different gifts for the purpose of investment and reinvestment.

C. To acquire, invest, reinvest, exchange, retain, sell or otherwise dispose of stocks, bonds, or other securities in the exercise of the judgment and care under the circumstances then prevailing which a person of prudence, discretion and intelligence generally exercise in the management of their own affairs, not in regard to speculation but in making investments of their own funds with a view of probable increase of principal as well as safety of their capital and current income. Within the limitations of this standard, the Corporation is authorized to acquire and retain every kind of property, real, personal or missed, and every kind of investment including specifically, but without limiting the generality of the foregoing, bonds, debentures and other corporate obligations, stocks, preferred or common, and real estate mortgages and to retain any property properly acquired without limitation as to time and without regard to its suitability for original purchase. The Corporation shall not be limited or restricted to authorized investments for trustees under the laws of the State of Nebraska or any other law as now existing or as hereafter enacted.

D. To determine whether money or other property received is Principal or income, or partly one and partly the other; to charge and apportion expenses and losses to principal and income as it may deem just and equitable; and to make good and "wasting investment," losses of

principal or premiums paid for securities, out of income over such periods of time as it may deem advisable.

SECTION 2. Qualification of Directors. The Member, in electing or appointing Directors, shall seek persons with ability to participate effectively in fulfilling the duties of the Board and the objectives and purposes of the Corporation. The Member, in electing the Directors, shall make certain that all of the voting Directors are receiving assistance of the Corporation.

SECTION 3. Number. The Directors of this Corporation shall be seven (7) in number, of which a majority will be Hospital CEOs and Hospital Administrators.

SECTION 4. Election and Term. From the initial Board of Directors, as defined in Article VI, Section F of the Articles of Incorporation, two (2) persons shall serve for one (1) year terms; two (2) persons shall serve for two (2) year terms; and one (1) person shall serve for a three (3) year term, as determined by the Board. Thereafter each Director or his successor shall be elected and shall serve for a term of three (3) years or until a successor has been elected and has qualified. No Directors shall be elected for more than two (2) consecutive terms.

At each meeting for the election of Directors, each nominee receiving a majority of the votes of the Directors of the Member voting shall be a Director of the Corporation. There shall be no cumulative voting.

The term of office for Directors shall commence at the first Board of Directors meeting held on or after January 1st following their appointment by the Directors of the Member.

SECTION 5. Quorum and Manner of Acting. Three-fifths (3/5) of the Directors at the time in office shall constitute a quorum for the transaction of business at any meeting. Except as otherwise provided by the laws of the State of Nebraska, or the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be required for the taking of any action by the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, such meeting need not be held; or a majority of the Directors present thereat, or if no Director be present, the Secretary, may adjourn such meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given.

SECTION 6. Offices: Places of Meetings. The Board of Directors may hold meetings in person or via electronic means (such as conference calls or the telehealth network) notwithstanding email, and have an office or offices at such place or places within or without the State of Nebraska as the Board of

Directors may from time to time determine, and in the case of meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof, except where other provision is made in the laws of the State of Nebraska, the Articles of Incorporation, or these Bylaws.

SECTION 7. Annual Meeting. The Board of Directors shall meet for the purposes of organization, the election of officers, and the transaction of other business, as soon as practicable following each annual election of Directors. Such meeting shall be called and held at the place and time specified in the notice or waiver of notice thereof as in the case of a special meeting of the Board of Directors.

SECTION 8. Regular Meetings; Notice; Attendance. Regular meetings of the Board of Directors shall be held at such time and place as shall be fixed by resolution adopted by a majority of, and communicated to all of, the members of the Board of Directors. Notice of regular meetings shall be mailed, emailed, or otherwise disseminated electronically to each Director, addressed to him/her at his/her usual place of business or residence at least three (3) days before the day on which the meeting is to be held.

All Directors shall regularly attend meetings of the Board. Absence from three (3) consecutive meetings shall constitute grounds for automatic removal from the Board of Directors, unless just cause can be shown. Just cause shall be deemed to include illness or being physically absent from the city (or geographic area).

SECTION 9. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairman or by any two (2) of the Directors. Notice of each such meeting shall be given to each Directors, at least three (3) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof except as otherwise herein expressly provided. However, notice of any such meeting need not be given to any Director if waived by him/her in writing whether before or after such meeting shall be held, or if he/she shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without regard to whether any notice thereof shall have been given if all the Directors shall be present thereat.

SECTION 10. Resignation. Any Director may resign at any time by giving written notice of his resignation to the Board of Directors or to the Chairman or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. Removal of Directors. Any Director may be removed for cause at any time, by a two-thirds (2/3) vote of the Board of Directors; and the vacancy in the Board of Directors caused by any such removal may be filled by the Board of Directors at such meeting.

SECTION 12. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, an increase in the number of Directors, or any other cause, may be filled by a majority vote of the remaining Directors then in office (including any Director who has submitted a resignation which is to be effective at a future date). Each Director so elected shall hold office for the remainder of the term of the Director by whom the vacancy was created, or until his death or until he shall resign or shall have been removed in the manner herein provided.

SECTION 13. Ex Officio Members. The Chairman of Nebraska Hospital Association or his designee, and the President of Nebraska Hospital Association, shall be ex officio and non-voting Directors.

ARTICLE IV COMMITTEES

SECTION 1. Establishing Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to the extent permitted by law and as provided in these Bylaws or such resolutions as the Board of Directors may adopt, shall have and may exercise the authority of the Board of Directors in the management of the Corporation.

The members of any such committee shall be appointed by the Board of Directors; and the membership shall consist of two (2) or more Directors, and may include members of the public at large. A majority of all of the members of any such committee may fix its rules of procedure, determine its actions, and fix the time and place (whether within or without the State of Nebraska) of its meetings and specify what notice thereof, if any shall be given, unless the Board of Directors shall otherwise by resolution provide. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies, and to discharge any such committee at any time.

SECTION 2. Responsibilities. The Board of Directors may, by resolution passed by a majority of the Directors in office, establish such additional responsibilities for the committees as the Board of Directors may determine and specify in such resolution or resolutions.

SECTION 3. Meetings. Meetings of the committees, of which no notice shall be necessary, shall be held on such days and at such places within or without the State of Nebraska as shall be fixed by resolution adopted by a majority of, and communicated to all of, the members of such committees. The committees shall keep a record of their proceedings and report them to the Board of Directors at the next regular meeting thereof after such proceedings shall be taken.

SECTION 4. Quorum and Manner of Acting. Not less than a majority of the members of each of the committees shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of such committees.

SECTION 5. Vacancies. The Chairman shall have power to fill any vacancy in the committees due to death, resignation, removal, or any other cause.

SECTION 6. Resignation. Any Directors or other member may resign from any committee at any time by giving written notice of his resignation to the Board of Directors or to the Chairman or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at a later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Reappointment. Any Director shall be eligible for reappointment by the Chairman to any committee on which the Director serves, without limitation as to the number of reappointments.

ARTICLE V

OFFICERS

SECTION 1. Number. The Officers of the Corporation shall be a Chairman, a Vice Chairmen, a President, a Secretary, a Treasurer, and such subordinate Officers as may be elected or appointed by the Board of Directors. All officers shall be elected or appointed by the Board of Directors from among its own membership, and the officers of the Corporation shall be the officers of the Board of Directors. In addition, there may be such subordinate officers, agents, and personnel as may be appointed in accordance with the provisions of this Article.

SECTION 2. Election and Term of Office. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of this Article, shall be elected annually by the Board of Directors. The term of office for the corporate officers shall commence at the next regularly scheduled meeting of the Board of Directors following the annual meeting of the Corporation.

Each officer, except such officers as may be appointed in accordance with the provisions of this Article, shall hold office until his/her successor shall have been duly elected and qualified, or until death or until resignation or removal in the manner herein provided. All officers shall be eligible for reelection to additional terms.

SECTION 3. Subordinate Officers. In addition to the principal officers enumerated in this Article, the Corporation may have such other officers, agents, and personnel as the Board of Directors may deem necessary, including one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, having such authority, and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any principal officer the power to appoint or remove any such subordinate officers, agents, or personnel.

SECTION 4. Removal. Any officer may be removed with cause, by the vote of a majority of the whole Board of Directors at a special meeting called for the purpose of such removal.

SECTION 5. Resignation. Any officer may resign at any time by giving written notice of his/her resignation to the Board of Directors or to the Chairman or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. A vacancy in any office because of death; resignation, removal, disqualification; or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular election or appointment to such office.

SECTION 7. The Chairman. The Chairman shall preside at all meetings of the Board of Directors at which he/she is present, and shall perform all such duties as are incident to office or as are properly required by the Board of Directors. The Chairman shall have authority to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, when authorized by the Board of Directors. The Chairman shall be an ex officio member of all committees.

SECTION 8. The Vice Chairman. The Vice Chairman shall act as Chairman in the absence of the Chairman; and when so acting, shall have the power and authority of the Chairman. In the case of death, disability, resignation, or the inability to serve of the Chairman, the Vice Chairman shall succeed the Chairman in office for the remainder of the term of office; and when so acting, shall have the power and authority of the Chairman. The Vice Chairman shall assist the Chairman in the management and affairs of the Corporation in such manner as the Chairman may prescribe.

SECTION 9. The President. The President of the Member shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Corporation. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto 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 to some other officer, personnel, or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex officio member.

SECTION 10. The Treasurer. It shall be the duty of the Treasurer to have charge of all of the funds of the Corporation. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial status of the Corporation, and submit a financial statement at each regular meeting of the Board of Directors, or whenever otherwise called upon by the Board of Directors to do so. The Treasurer shall see that all monies collected are properly deposited in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of these Bylaws. He/she shall disburse or cause to be disbursed by check all monies of the Corporation as the Board of Directors directs, and shall give bond in the sum as the Board of Directors may require, conditional upon the faithful performance of the duties of office.

SECTION 11. The Secretary. The Secretary shall record or cause to be recorded in books provided for the purpose, the minutes of the meetings of the Member, the Board of Directors, and all committees. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of all corporate records and of the seal of the Corporation; shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and in general, shall perform all duties incident to the office of Secretary, and any other duties as may, from time to time, be assigned to him by the Board of Directors, the Chairman, or the Vice Chairman.

SECTION 12. Reporting Requirements. The Board of Directors shall cause to be prepared and submitted to the Board of Directors of the Member on a periodic basis, minutes of each (a) regular meeting of the Board of Directors, (b) special meeting of the Board of Directors, and (c) committee meeting. The Board of Directors shall also cause to be prepared and submitted on a periodic basis to the Board of Directors of the Member financial statements and reports of the financial activities of the Corporation.

ARTICLE VI

CONTRACTS. LOANS. CHECKS. DRAFTS, BANK ACCOUNTS. ETC.

SECTION 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers or other person or persons to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or by the provisions of these Bylaws, no officer or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

SECTION 2. Loans. No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name except by such officer or officers or other person or persons as may be designated by the Board of Directors from time to time. If and to the extent authorized by the Board of Directors, the power to contract loans or issue negotiable papers may be delegated by any such officer or officers or other person or persons.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, bills of exchange, and other orders for the payment of money, letters of credit, acceptances, obligations, notes, and other evidences of indebtedness, bills of lading, warehouse receipts, and insurance certificates of the Corporation shall be signed or endorsed by such officer or officers or other person or persons as may be designated by the Board of Directors from time to time. If and to the extent authorized by the Board of Directors, the power to sign or endorse any such instrument may be delegated by any such officer or officers or other person or persons.

SECTION 4. Bank Accounts. The Board of Directors may from time to time authorize the opening and maintenance of general and special bank and custodial accounts with such banks, trust companies, and other depositories as it may select. Rules, regulations, and agreements applicable to such accounts may be made, and changed from time to time, by the Board of Directors: Any of such powers of the Board of Directors with respect to bank and custodial accounts may be delegated by the Board of Directors to any officer or officers or other person or persons as may be designated by the Board of Directors; and if and to the extent authorized by the Board of Directors, such power may be further delegated by any such officer or officers or other person or persons.

SECTION 5. Limitations. The authority of the Board of Directors specified in this Article shall be subject to approval by the Member.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, PERSONNEL, AND AGENTS

SECTION 1. General. Every person (and the heirs and legal representatives of such person) who is or was a Director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he/she serves or served as such at the request of the Corporation, may in accordance with this Article VII be indemnified by the Corporation against any and all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with or resulting from 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) in which he/she may become involved, as a party or otherwise by reason of his/her being or having been a Director, officer, personnel, or agent of the Corporation or such other corporation, partnership, joint venture, trust, or other enterprise, whether or not he/she continues to be

such at the time such liability or expense is incurred, provided: (a) in the case of any threatened, pending, or completed action or suit brought by or in the right of the Corporation to procure a judgment in its favor, that such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and has not been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation; and (b) in the case of any threatened, pending, or completed action or suit, not covered by clause (a), such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and in addition, in any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit, or other proceeding, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that such person did not meet the standards of conduct set forth in this paragraph.

SECTION 2. Determination of Entitlement to Indemnification. Every person (and the heirs and legal representatives of such person) referred to in Section 1 of this Article VII who has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 hereof, or in defense of any claim, issue or matter therein, shall be entitled to indemnification as provided in said Section 1 as a matter of right. Except as provided in the preceding sentence, any indemnification under said Section 1, unless ordered by a court, shall be made by the Corporation, but only if either: (a) the Board of Directors, acting by a quorum consisting of Directors who were not parties to such action, suit, or other proceeding, shall find that such person has met the standards of conduct set forth in said Section 1; or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, Independent legal counsel (who may be regular counsel of the Corporation) shall deliver to the Corporation their written advice that, in their opinion, such person has met such standards; or (c) the Member shall find that such person has met the standards of conduct set forth in said Section 1.

SECTION 3. Advancement of Expenses. Expenses incurred with respect to any action, suit, or other proceeding of the character described in Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition thereof as authorized in the manner provided in Section 2 hereof, upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article VII.

SECTION 4. Rights Not Exclusive. The rights to indemnification provided in this Article VII shall be in addition to any rights to which any person (or the heirs or legal representative of such person) referred to in Section 1 of this Article VII may otherwise be entitled under any bylaws, agreement, vote of members or disinterested Directors or otherwise, both as to action in his/her official capacity as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE VIII

DUALITY OF INTEREST

Any Director, officer, employee, or committee member having a personal interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification, shall give prompt, full and frank disclosure of his/her interest to the Board of Directors or committee prior to its acting on such contract or transaction, The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist, or if it is determined that a conflict can reasonably be construed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE IX

COMPENSATION

The members of the Board of Directors and the principal officers of the Corporation, with the exception of the President, shall serve without compensation for their services as Directors or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given (1) under the provisions of the Nebraska Nonprofit Corporation Act, (2) by the Articles of Incorporation, or (3) by these bylaws, a waiver thereof in writing before or after the time stated therein shall be deemed equivalent to the giving of such notice where such waiver is permitted by state law. All such waivers shall be filed with the corporate records, or be made a part of the minutes of the relevant meeting.

ARTICLE XI
AMENDMENT OF BYLAWS

These Bylaws may be amended by the Board of Directors at any meeting at which all of the Directors are present; or by a quorum present at any meeting of the Board of Directors provided that if amendments are adopted at a meeting where less than all the Directors are present, notice of such meeting must have been given in writing at least five (5) days prior to the meeting. Adoption of an amendment shall require the affirmative vote of a majority of the members of the Board of Directors, subject to approval by the Member.

Adopted by the Board of Directors of Nebraska Hospital Association Charitable, Scientific and Educational Foundation on March 26, 1987.

Amended on June 1, 1989.

Article III, Section 2, Qualifications of Directors
Article III, Section 5, Quorum and Manner of Acting

Amended on September 27, 1990.

Article III, Section 4, Election and Term

Amended on August 12, 2004.

Article III, Section 3, Number of Board Members

Amended on October 22, 2004.

Article III, Section 2, All Directors to Receive Assistance from Bio-Electronics

Amended on October 30, 2009

Article III, Section 3, Majority to be Hospital CEOs and Hospital Administrators

Amended on October 22, 2014

Reviewed in entirety; included electronic notification; gender-neutral language

