

**BYLAWS
OF
NEBRASKA HOSPITAL ASSOCIATION
RESEARCH AND EDUCATIONAL FOUNDATION,
a Nebraska Nonprofit Corporation**

**ARTICLE I
Membership**

The Corporation shall have no members.

**ARTICLE II
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.

Section 2. Qualification and Election of Directors. The Directors of the Corporation shall be:

a. The four persons currently serving as Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer of the Nebraska Hospital Association, a Nebraska nonprofit corporation (hereafter the ``Association''). Each such Director shall serve as a Director so long as he or she remains as an officer of the Association and shall be automatically replaced by his or her successor.

b. Five other persons each of whom shall be a senior executive in a leadership role of Institutional Members of the Association. Each Director shall be elected by the NHA Membership for a two-year term commencing on January 1 following their election and continuing until a successor is elected at the end of the Director's term, unless such Director shall sooner resign or be removed, and shall be eligible to be reelected to serve no more than two full consecutive two-year terms. A director elected under Section 2(b) shall be deemed to have resigned as a director at the time that such director is no longer a senior executive in a leadership role of Institutional Member of the Association. The terms of office of such Directors shall be staggered so that the terms of three of such Directors shall expire in odd numbered years and the terms of two of such Directors shall expire in even numbered years.

c. The President of the Association shall be an ex-officio member, without vote, of the Board of Directors.

Section 3. Quorum and Manner of Acting. A majority 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.

Section 4. Offices; Places of Meeting. The Board of Directors may hold meetings 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. Board of Directors may participate in and act at meetings of the full Board of Directors through the use of a conference telephone, webinar or the statewide Telehealth network. Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting. Email is not considered a proper form of electronic participation at a meeting of the Board of Directors. 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 5. Regular Meetings; Notice; Attendance. Regular meetings of the Board of Directors shall be held at such time, as established by the Board and communicated to all of the members of the Board of Directors.

Section 6. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chair, President, or by any three (3) of the Directors. Notice of each such meeting shall be given to each Director, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting and the purpose thereof.

Section 7. Waiver of notice. (a) A director may at any time waive any notice required by the Nebraska Nonprofit Corporation Act, the articles, or bylaws. Except as provided in subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. (b) A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the act, the articles, or bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 8. Resignation. Any Director may resign at any time by giving written notice of resignation to the Board of Directors or to the Chair 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 9. Removal of Directors. Any Directors elected under Section 2(b) may be removed at any time, by a majority vote of the Board of Directors.

Section 10. 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, unless such Director shall sooner resign or be removed.

ARTICLE III Committees

Section 1. Designation of Committees. Committees of the Board of Directors shall be standing or special. Standing committees shall be an Executive Committee and such other standing committees as the Board of Directors may authorize. The Board of Directors may establish special committees, which shall have and may exercise such powers as the Board of Directors may determine and specify in such resolution or resolutions. Except where the membership of a committee is established by these Bylaws or by resolution of the Board of Directors, the Chair of the Board shall appoint all committee members.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer of the Corporation. The Executive Committee shall have power to transact all regular business of the Corporation during the period between the meetings of the Board of Directors, subject to any prior limitation imposed by the Board of Directors. Minutes of the Executive Committee meetings shall be submitted to the Board of Directors at the next regular Board of Directors meeting. The Executive Committee shall be responsible for nominating persons to serve as members of the Board of Directors unless the Board of Directors appoints a separate nominating committee for such purposes.

Section 3. Committee Requirements, Generally. Each standing and special committee created pursuant to these Bylaws, shall be subject to the following requirements:

a. Each committee member shall have one vote, but there shall be no voting by proxy. All committee business may be transacted by a majority vote of members in attendance, a quorum being present, unless otherwise provided for.

b. Written notice shall be given or mailed to each committee member in advance of each committee meeting.

c. Unless otherwise specifically provided under these Bylaws, each committee shall meet upon call by the Chair of the committee, the Chair of the Board, or the Vice-Chair of the Board.

d. Each committee shall maintain minutes of meetings and proceedings.

e. The Board of Directors may delegate to any standing or special committees or any executive officer, the power to take action in specific instances, except to the extent that the same is reserved to the Board.

f. Except as otherwise provided, a majority of members of any standing or special committee shall constitute a quorum for the transaction of business.

g. The President of the Association shall be an ex-officio member of each committee, without vote.

ARTICLE IV Officers

Section 1. Number. The Officers of the Corporation shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Board of Directors of the Association, and such other officers as the Board of Directors may authorize. In addition, there may be such subordinate officers, agents, and personnel as may be appointed in accordance with the provisions of this Article. The officers holding the position of Chair, Vice Chair, Secretary, and Treasurer shall be known as the Executive Committee. The President of the Association will serve as an ex-officio, non-voting member of the Executive Committee.

Section 2. Election. The Chair, Vice Chair, Secretary and Treasurer of the Board of Directors of the Association, as elected by the Association members at its annual meeting, shall automatically become members of the Executive Committee of the Corporation in his/her respective positions of Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer. Each such officer shall hold office until the next succeeding annual meeting of the Board of Directors and until a successor shall have been duly chosen or until death, resignation, or removal. Elected Officers must be Directors.

Section 3. Removal. Any Officer may be removed at any time by the vote of a majority of all of the members of the Board of Directors.

Section 4. Resignations. Any Officer may resign at any time by giving written notice of such resignation to the Secretary or the Chair of the Board. Any such resignation shall take effect upon 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 5. Vacancies. A vacancy in any Officer position by reason of death, resignation, disqualification or any other cause shall be filled within forty-five (45) days after the effective date of said vacancy by the Board of Directors.

Section 6. The Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors at which he/she is present. The Chair of the Board shall be ex-officio a member of all committees. The Chair of the Board shall appoint all committee chairs and, in general, perform all duties incident to the office of the Chair of the Board and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section 7. Vice-Chair of the Board. In the absence of the Chair of the Board or in the event of the Chair of the Board's death, inability or refusal to act, the Vice Chair of the Board shall perform the powers of and be subject to all the restrictions upon the Chair of the Board; and in addition thereto, shall perform such other duties as may be assigned to the Vice Chair of the Board by the Chair of the Board or by the Board of Directors or prescribed by the Bylaws. The Vice Chair of the Board shall assist the Chair of the Board in such manner as the Chair of the Board may prescribe.

Section 8. 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, and shall disburse or cause to be disbursed by check all monies of the Corporation as the Board of Directors directs. The Treasurer shall in general, perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the Chair of the Board or by the Board of Directors.

Section 9. The Secretary. The Secretary shall record or cause to be recorded in books provided for the purpose, the minutes of the meetings of 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 the Secretary by the Chair of the Board or by the Board of Directors.

Section 10. President. The President of the Association shall be the person then serving as the President of the Corporation. If the Board of Directors desires that such person no longer serve as the President of the Corporation, the Board of Directors shall so notify the Association, and the Association and the Corporation shall then discuss in good faith the reasons for the Corporation's action. If such request by the Corporation for removal is not accepted by the Association or withdrawn within sixty (60) days of such request, then the President may be removed by the Corporation, and the Corporation may elect a President. The President shall be the representative of the Board of Directors in the management of the Corporation and shall be responsible to the Board. The President shall have general charge of the business affairs and property of the Corporation subject to the direction and supervision of the Board of Directors. The President shall be invited to and attend all meetings of the Board of Directors. He or she shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, or the Board of Directors, including but not limited to, the duty, power, and responsibility to:

- a. Supervise the business affairs of the Corporation and report to the Board of Directors at regular intervals.
- b. Plan and prepare programs and policies for the Corporation and submit them to the Board of Directors for approval.
- c. Attend or be represented at all meetings of the Board of Directors.
- d. Prepare an annual budget in cooperation with the Treasurer.

e. Act as the representative of the Board of Directors in seeing that these Bylaws, and the standards established thereby, are complied with and enforced.

f. Perform any and all other duties that may be necessary in the best interest of the Corporation and discharge any additional duties imposed by the Board of Directors.

ARTICLE V Directors

Section 1. Number. Five (5) other persons elected by the Association members shall serve as Directors, each of whom shall be a senior executive in a leadership role of Institutional Members of the Association.

Section 2. Term. Each Director shall be elected for a two (2) year term commencing on the first day of the next calendar year following their election and shall continue until a successor is elected at the end of the Director's term, unless such Director shall sooner resign or be removed. An elected Director shall be deemed to have resigned at the time that such Director is no longer a senior executive in a leadership role of an Institutional Member of the Association. Each Director shall be eligible to be reelected to serve no more than two (2) full consecutive two (2) year terms. The terms of office of such Directors shall be staggered so the terms of three (3) of such Directors shall expire in odd numbered years and the terms of two (2) such Directors shall expire in even numbered years.

Section 3. Removal. Any Director may be removed at any time by the vote of a majority of all of the members of the Board of Directors.

Section 4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary or the Chair of the Board. Any such resignation shall take effect upon 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 5. Vacancies. A vacancy in any Director position by reason of death, resignation, disqualification or any other cause shall be filled within forty-five (45) days after the effective date of said vacancy by the Board of Directors.

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. Granting of Contributions and/or Sponsorships. The Corporation may sponsor, partner, contribute or otherwise associate with organizations based upon specifications outlined below.

- a. Specifications. The Corporation shall consider the following criteria when determining sponsorships and contributions, listed in priority order. A sponsorship and/or contribution request that satisfies multiple criteria will be given a higher priority.
 1. An organization whose mission is consistent with the Corporation's and/or Association's mission and program direction;
 2. An organization whose work is important to advancing the Corporation's and/or Association's goals and priorities;
 3. An organization for which the Corporation's sponsorship or support would heighten the Corporation and/or Association's stature and civic presence at the community, state or national level;

4. An organization for which the Corporation and/or Association wishes to develop a partnership or relationship;
 5. An organization with which the Corporation and/or Association will have a sustained, long-term involvement.
- b. Guidelines. The following shall serve as guidelines for consideration of contributions or sponsorships:
1. If a contribution to the same organization has already been given during one (1) fiscal year, a new request can be limited at the Board of Director's discretion, even if the organization meets the criteria in Section 5(a) of this Article.
 2. Contributions may be subject to an annual limit determined by the Board of Directors and are always subject to available funds.
 3. The Treasurer may request accounting staff of the Association to monitor requests to ensure funds are appropriated accordingly throughout the fiscal year.
 4. The Corporation shall not entertain requests pertaining to legislation and/or political matters.
- c. Funding Process. Requests for funding shall be forwarded to the Board of Directors by the President of the Association on a quarterly basis.

Section 6. Bond. The Directors and Officers may be required to give bond in the amount determined by the Board of Directors, conditional upon the faithful performance of their duties.

Section 7. Voting of Stocks Owned by the Corporation. In the absence of a resolution of the Board of Directors to the contrary, the President of the Corporation is authorized and empowered, on behalf of the Corporation, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders of any corporation in which the Corporation holds or owns shares of stock and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting. The Board of Directors shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which the Corporation may own or hold shares of stock.

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 serves or served as such at the request of the Corporation, shall in accordance with this Article VI 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 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 or she may become involved, as a party or otherwise by reason of his or her being or having been a Director, officer, employee, or agent of the Corporation or such other corporation, partnership, joint venture, trust, or other enterprise, whether or not he or 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 or 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 duty to the Corporation; provided however, that if and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper, such person shall be indemnified by the Corporation in accordance with the court's order and the provisions of this Article VI; 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 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 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 VI 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 members 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 VI 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 is entitled to indemnification under this Article VI.

Section 4. Rights not Exclusive. The right to indemnification provided in this Article VI 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 VI may otherwise be entitled under any bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his or 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 an 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 or 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 his or her 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. Notwithstanding the foregoing, it is recognized that Directors, officers, employees, and committee members may have a relationship to the Association and that therefore no disclosure need be made in connection with such relationship, and the procedures outlined in this section need not be followed with respect thereto.

ARTICLE IX 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 X Fiscal Year

The fiscal year of the Corporation shall begin with the first day of January and shall end with the thirty-first day of December, in each year.

**ARTICLE XI
Compensation**

The members of the Board of Directors and the Officers of the Corporation 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, including, but not limited to, meals, lodging, and transportation costs. The Corporation may compensate subordinate officers, employees, or agents in a reasonable amount for services rendered in carrying out the activities of the Corporation, provided such compensation shall be approved by the Board of Directors.

**ARTICLE XII
Amendment to Bylaws**

These Bylaws may be amended in any respect by action of the majority of the entire Board of Directors at any meeting of the Board of Directors, provided that a copy of the proposed amendment has been mailed to each member of the Board of Directors at least seven (7) days prior to action by the Board. Amendments to the proposed amendments may be entertained and acted upon at any such meeting. All of the Bylaws of the Corporation previously adopted, and all amendments thereto, are hereby repealed.

Adopted by the Board of Directors of Nebraska Hospital Association Research and Educational Foundation on the 28th day of July, 1999.

Revised by the Board of Directors of the Nebraska Hospital Association Research and Education Foundation on March 4, 2004 and December 11, 2014.

_____ Chair of the Board of Directors

_____ Secretary of the Board of Directors