

**BYLAWS
OF
LEADINGAGE NEBRASKA**

**ARTICLE I
GENERAL**

Section 1. Name. This Association shall be known as LeadingAge Nebraska (hereinafter the “Association”), a Nebraska nonprofit corporation.

**ARTICLE II
PURPOSES**

Section 1. Purposes. This Association shall at all times be operated on a not-for-profit basis. The Association is organized exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the “Code”). The goals and purposes for which this Association is organized are:

Item a. The Association is exclusively a charitable and educational nonprofit corporation founded to assist and promote quality care and services for Nebraska’s aging population.

Item b. The association supports the efforts of its members that provide housing, care and supportive services to elders in Nebraska by providing: continuing education, networking opportunities among professional colleagues, information to help promote collaboration and innovation, and advocacy surrounding the needs and interests of its members and the elders they serve. The Association also acts as a liaison with public and private agencies and organizations having an interest in or impact upon the purposes of the Association.

Section 2. Tax-Exempt Status. It is intended that the Association shall have an continue to have the status of an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Code. The Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code. No substantial part of the activities of this Association shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall this Association, in any manner or to any extent, participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) an candidate for public office; nor shall the Association engage in any activities that are unlawful under the laws of the United States of America, or the State of Nebraska, or any other jurisdiction where such activities are carried on. Neither the whole nor any part of the assets or net earnings of this Association shall ever be used for, accrue to, or inure to the benefit of a Member or private individual within the meaning of Section 501(c)(3) of the Code.

ARTICLE III MEMBERSHIP

Section 1. Membership Application. Any provider of care, services, supports, and/or housing for older adults and other populations may file an application for membership in the manner and form prescribed by the Board of Directors.

Section 2. Eligibility of Members. The Board of Directors shall determine the criteria and eligibility for membership in the Association, making certain that such criteria and eligibility conform to the Bylaws, the State Association Affiliation Agreement with LeadingAge National and any standards established by the Association.

Section 3. Categories of Membership. The categories of membership in the Association shall be as follows: Members, Business Associate Members, Student Members, and Individual Members.

Item a. Provider Members. Providers of care, services, supports, and/or housing for older adults and other populations. Provider members must be non-profit or mission driven organizations that are not publicly traded or majority investor owned. Members shall commit to a set of adopted values that unify a common duty to support and advance the mission of the Association. Any of the members listed above may become a Member of the Association by submitting a membership application in the form and manner prescribed by the Board of Directors and paying requisite dues. Each licensed or certified facility which is geographically separate and distinct shall require its own membership.

Item b. Business Associate Members. Any firm or organization having a business or professional relationship with any senior housing provider or service provider may become a Business Associate Member of the Association by submitting a membership application in the form and manner prescribed by the Board of Directors and paying requisite dues. This membership shall not be available to any entity which eligible for membership under Article III, Section 3, Item a. of these Bylaws. Each separate entity or DBA that is separate and distinct shall require its own membership.

Item c. Student Members. Membership is available to any full or part-time student who has interest or involvement services related to older adults. Students may become a Student Member of the Association by submitting a membership application in the form and manner prescribed by the Board of Directors and paying requisite dues. No officer or employee of a senior housing provider or service provider, which is itself eligible to be a Member of the Association, but is not a member, shall be eligible to become a Student Member.

Item d. Individual Members. Any individual with an interest or involvement in services related to older adults, who does not otherwise qualify under Article III, Section 3, Items a, b or c of these Bylaws, may apply to become an Independent Member of the Association by submitting a Membership application in the form and manner prescribed by the Board of Directors and paying requisite dues.

Section 4. Membership Approval. Membership under any category will be reviewed by the CEO to ensure it meets the membership criteria listed in Section 3.

Section 5. Termination or Suspension of Membership.

Item a. Any Member in good standing may resign at any time with written notification to the Association. Dues shall not be refunded in the event of resignation.

Item b. Membership in the Association shall be suspended or terminated if a Member does not pay all required Membership dues or other financial obligations to the Association, in full, by the established due date plan any extensions permitted by the Association in its sole discretion. In addition, the Board may suspend or terminate Membership for cause by the affirmative vote of majority of the Directors for one or more material violations of any provision of the Association's Bylaws, rules or policies. After giving notice to the Member and providing the Member an opportunity to respond in person or in writing, as determined in the Board's sole discretion. Termination or suspension of Membership shall not extinguish such Members' financial obligations, if any.

Section 6. Rights and Privileges. Except as otherwise limited by these Bylaws, any Provider Member, Business Associate Member, Student Member, or Individual Member, upon payment of dues, shall have all the rights and privileges to which Members are entitled under Nebraska law. Payment of dues shall constitute good standing with the Association and LeadingAge (the Association's National Partner).

Section 7. Annual Meeting. The Association's Annual Membership Meeting shall be held at a time and place designated by the Board of Directors on an annual basis. Any Provider Member, Business Associate Member, Student Member, or Individual Member may attend the Annual Meeting. The Annual Meeting may be held virtually.

Section 8. Special Meeting. A Special Membership Meeting of the Association may be called by the Chairperson or a majority of the Board of Directors and shall be held at a time and place designated by the board of directors with notice to members. Any Provider Member, Business Associate Member, Student Member, or Individual Member may attend a Special Meeting.

Section 9. Notice of Meetings. Written or printed notices stating the date, time and place of each Annual or Special Meeting, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than seven (7) nor more than sixty (60) days before the date of the Meeting, either personally or by mail or e-mail, by or at the direction of the Board of Directors or the Chairperson.

Section 10. Voting. Voting for open board positions may be conducted virtually or in person with one vote per Provider Member. At all meetings of Provider Members, all questions (except where other provision is made in the laws of the State of Nebraska, in the Articles of Incorporation, or in these Bylaws) shall be decided by a voice vote of a majority of the Members present. Except as otherwise

provided in the laws of the State of Nebraska, the vote on any matter need not be by written ballot unless demanded by a majority of the Provider Members present and entitled to vote thereon or so directed by the Chairperson. Members must be in good standing in order to vote.

Section 11. Quorum. The presence of 5% of all Provider Members (not including Business Associate Members, Student Members, or Individual Members) shall be required for a quorum at any meeting that requires a vote of the Provider Members.

Section 12. Membership Year. The association membership year shall be the calendar year.

Section 13. Membership Dues. The Board of Directors is authorized to set the amount and terms of payment of state dues for all categories of membership. The Association participates in a joint dues system with LeadingAge. The Dues Primer provided by LeadingAge shall be considered the standard for dues payment at the national level. Any deviation from the Dues Primer shall be approved by LeadingAge National staff on an individual basis. Payment of membership dues is a condition of continued membership in the Association and LeadingAge.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition of the Board. The Board of Directors shall consist of a maximum of eleven (11) individuals in the following categories. Maximum of two (2) board positions may be held by for-profit Members.

Item a. Officers. Officers shall consist of five (5) positions: Chair, Chair-Elect, Secretary, Treasurer and Past Chair. Officers shall constitute the Executive Committee. Officer positions are nominated by the current Board Chairperson and voted on by the Board of Directors. For-profit Members are only eligible to hold the office of Secretary and Treasurer.

Item b. Members at Large. The remaining six (6) positions on the Board of Directors shall be members at large. Effort should be made to recruit members at large to represent all provider types, locations and diversity among members.

Item c. Committee Chairs. Committee chairs may be nominated by the Board of Directors for any standing committees of the Association. Committee Chairs must be a member of any classification of the Association. Committee Chairs may attend board meetings of the Association but are not considered voting members of the Board of Directors.

Item d. President Appointment. The Board of Directors may employ a President for the Association. The President is an employee of the organization and serves as an ex-officio non-voting member of the Board of Directors. The Presidents position shall be known as the Chief Executive Officer (CEO).

Section 2. Board Member Eligibility. Board membership shall be open to any employee of a Provider Member in good standing going into the term for which they are being elected. Board membership may be extended to Business Associate Members with the approval of one third of the board.

Section 3. Election. Directors of the Association shall be elected at-large on an annual basis based on term limits by Members in the manner prescribed by the Board of Directors in the quarter prior to the membership year. Elections shall be conducted in person or electronically among Provider Members with one vote per Provider Member organization. Officers shall be elected from the current Board of Directors at the first Board meeting of the year on an annual basis.

Section 4. Terms. Members at Large shall serve for a term of two (2) years. Term limits can be extended based on a majority vote of the board on an as needed basis. This term is automatically renewed for three (2) terms, for a total of six (4) years starting with terms beginning in 2025 for any new board members unless one of the following conditions is met.

Item a. The Members organization is terminated or suspended from the Association.

Item b. The Members organization membership is not renewed during their term.

Item c. The Member resigns their position from the Board of Directors prior to the opening of elections.

Item d. The Member fails to meet the Board of Directors expectations for attendance or at the discretion of the Executive Committee, the Member is removed from his or her role as a Director of the Board.

Item e. Any Director serving in an Executive Committee role at the end of their term is able to fill the remainder of their term.

Section 5. Officers. Officers' terms shall be integrated into the complete term on the Board of Directors. Term as Officer shall not extend the four (4) year term limit on the Board unless the Officer is elected to an Officer position when there is less than their remaining term limit available. In this case, an extension will be made to allow the Board Member to serve the remaining years of each of the remaining offices. Officer terms are as follows.

Item a. Secretary and Treasurer. Shall serve a one (1) year with a maximum of two terms. Reelection is required for the second term in this position.

Item b. Chair. Shall serve a term of one (1) year and shall immediately move to the position of Past Chair in the following term

Item c. Chair-Elect. Shall serve a term of one (1) year and shall immediately move to the position of Chair in the following term

Item d. Past Chair. Shall be filled by the member vacating the position of Chair for a term of one (1) year

Section 6. Power of the Board. The business, property, and affairs of the Association 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 Association 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 Members of the Association. The Board of Directors may hire a paid CEO who serves at the direction of the Board of Directors and is charged with the responsibility of conducting the day-to-day activities of the Association.

Section 7. Regular Meeting of the Board. A regular Meeting of the Board may be called by the Chairperson or a majority of the Board of Directors as often as may be determined necessary to conduct the business of the Association. Regular Meetings of the Board shall be preceded by at least seven (7) days' notice to each member of the Board of Directors of the date, time, and place of the meeting, except in emergency situations. Regular Meetings may be held in person, via conference call, or other electronic means.

Section 8. Special Meeting of the Board. A Special Meeting of the Board may be called by the Chairperson or a majority of the Board of Directors. Special Meetings of the Board shall be preceded by at least two (2) days' notice to each member of the Board of Directors of the date, time, and place, but not the purpose, of the meeting. Special Meetings may be held in person, via conference call, or other electronic means.

Section 9. Orientation of the Board. Orientation for new Board members will be held on an annual basis in the quarter following election to the Board. Attending Orientation of the Board is required for all new Board members. Orientation for Board members may be attended by any Board Member regardless of their tenure on the board as desired.

Section 10. Quorum. A majority of the Board of Directors (not taking into account the CEO) shall constitute a quorum necessary for the transaction of all or any business of this Association. Except as otherwise provided by the laws of the State of Nebraska, or the Articles of Incorporation, or these Bylaws, the affirmation vote of a majority of the Directors and Officers present at any meeting at which a quorum is present shall be required for the taking of any action by the Board of Directors, such meeting need not be held; or a majority of the Directors and Officers present thereat, may adjourn such meeting from time to time until quorum shall be present. Notice of any adjourned meeting need not be given.

Section 11. Attendance at Meetings. Any Member of the Board of Directors who has two (2) unexcused absences from Regular Meetings of the Board of Directors during his/her term automatically vacates his/her seat, and the vacancy will be filled by the Board of Directors for the unfulfilled term. Absences are excused at the discretion of the Chairperson. Any person participating in a meeting of the Directors may participate by means of conference telephone or by any means of communication, including electronic video screen, by which all persons participating in the meeting are able to hear one another at the same time, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 12. Resignation. Any Member of the Board of Directors may resign at any time by delivering written notice of his/her resignation to the Chairperson. Such resignation shall take effect at the time specified or if no time is specified, then at the time of the receipt.

Section 13. Vacancy. A vacancy occurring on the Board of Directors may be filled for the unexpired term by an affirmative vote of the majority of the Board of Directors remaining in office. The Member appointed to this position shall still be able to run for the maximum number of terms available on the Board.

Section 14. Informal Action by Board. Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a vote if a consent in writing, setting forth the action so taken, is signed by all of the Directors and Officers.

ARTICLE V OFFICERS

Section 1. Composition of Officers. The Officers of the Association may be five (5) in number and may consist of a Chairperson, Chairperson Elect, Secretary, Treasurer, and Past Chairperson. The Chairperson, Chairperson Elect, Secretary and Treasurer shall be elected as set forth in Article IV, Section 3. This group of officers shall be known as the Executive Committee.

Section 2. Meeting of the Officers. Members of the Executive Committee may meet on a regularly scheduled basis as set by the Chairperson.

Section 3. Duties of Officers. All elected Officers are also Directors of the Association and Members of the Board of Directors. The duties of the Officers of the association are as follows:

Item a. Chairperson. The Chairperson presides at all meetings of the Association at which he/she is present. The Chairperson has general charge and supervision of the business of the Association and may sign and execute, in the name of the Association, all authorized contracts or other instruments of behalf of the Association. The Chairperson is authorized to delegate responsibility for the administration of said functions to the Chief Executive Officer of the Association. The Chairperson is empowered to call meetings of the Board of Directors and the Association. The Chairperson serves as the presiding officer of the Board of Directors and all Membership meetings and as an ex-officio member of all committees. No individual shall be eligible for the office of the Chairperson who has not served a term of at least two (2) membership years on the Board of Directors without an affirmative vote of the Board of Directors. The Chairperson shall proceed to the Past Chairperson position in the term following.

Item b. Chairperson Elect. The Chairperson Elect acts as Chairperson at the request of the Chairperson or in the absence, inability, or resignation of the Chairperson. When so acting, he/she has all the powers of the Chairperson. The intent of this position is to progress to the position of Chairperson in the following term.

Item c. Secretary. The Secretary is responsible for preparing minutes and keeping accurate records of all meetings of the Association. The Secretary serves all notices in due time and order to the membership, and is the official custodian of all matters of record. The Secretary presents

to the Board of Directors all communications, and attends to all correspondence of the Association under the direction of the Chairperson. The Secretary is authorized to delegate responsibility for the administration of said functions to the Chief Executive Officer of the Association.

Item d. Treasurer. The Treasurer supervises and is responsible for the oversight and reporting of association finances. The Treasurer reviews the monthly financial statements and bank reconciliations prepared by the Association. The Treasurer assures the keeping and maintenance of adequate accounts of all business transactions including investments, assets, liabilities, receipts, and disbursements. The Treasurer is also responsible for the presentation of regular financial reports to the Board of Directors.

Item e. Past Chairperson. The Past Chairperson is responsible for assisting the current Chairperson throughout the membership year as needed.

Section 4. Resignation. Any Officer may resign at any time by delivering written notice of his/her resignation to the Board of Directors. Such resignation shall take effect at the time specified or if no time is specified, then at the time of the receipt.

Section 5. Removal. An Officer may at any time be suspended or removed from office, with or without cause, by an affirmative vote of two-thirds (2/3) of the Board of Directors either in person, by proxy, at a Special Meeting of the Board of Directors, or at a Regular Meeting of the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees. The Chairperson, with the concurrence of the Board of Directors, may establish and shall appoint the membership of committees and task forces deemed necessary to help conduct the business of the Association. In establishing said committees and task forces, the Chairperson shall define their period of existence.

Section 2. Executive Committee. The Executive Committee shall consist of the Officers of the Association. The Officers shall have the power to act for the Board of Directors in matters of an immediate or urgent nature, subject to the ratification of the Board of Directors at its scheduled meeting.

Section 3. Nominating Committee. The Nominating Committee shall be a standing committee of the Association and shall consist of the Executive Committee and the CEO as an ex-officio member without vote. The Nominating Committee shall be chaired by the Immediate Past Chair. The Past Chairperson may appoint additional members of the board to this committee at his/her discretion. The Nominating Committee shall meet each year in advance of the nomination process for the Board of Directors and shall prepare for submission to the membership a suggested slate of directors for the upcoming

membership year. The slate of nominations shall be presented to the Members, either virtually or in person, for their consideration at the time of election of directors. In addition, write in nominations from Members shall be accepted at any election of Directors.

ARTICLE VII

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 the CEO or other Association employee to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Such authority may be general or confined to specific instances. 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 Association 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 Association, and no negotiable papers shall be issued in its name except by a majority vote of the Board of Directors.

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 Association shall be signed or endorsed by the CEO at the direction of the Board of Directors. Any payments over five-thousand dollars (\$5,000) that are not already included in the approved budget must have written approval of the Executive Committee.

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 the Association CEO.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. The Bylaws of this Association may be amended by a majority vote of the Board of Directors, and then presented to the Members for a vote at any Annual Meeting, provided, however, that any amendment requires Member approval under the laws of the State of Nebraska shall also be submitted to the Members for approval in accordance with the provisions required by law.

ARTICLE IX COMPENSATION

Section 1. Compensation. The Board of Directors, officers and Committee Chairs will not receive salary or compensation for their volunteer service to this Association. The Board may vote to pre-approve attendance at and expense reimbursements for representatives to attend state, national or other Association functions of significance to the Association.

ARTICLE X INDEMNIFICATION

Section 1. Indemnification. The Association will indemnify its current and former directors, officers and committee members, and their respective heirs, executors, and administrators against all judgements and assessments and reasonable cost and expenses including attorney's fees (to the extent only that such costs and expenses are not reimbursed or paid by any insurance company or other party obligated by law or contract to pay for or reimburse the same), incurred by or imposed upon them in connection with any action, suit or proceeding to which they may be made a party or with which they shall be threatened by reason of their being or having been directors, officers, or committee members of the Association, except to the extent that such liability arises from: (a) any breach of duty of loyalty to the Association; (b) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; or (c) any transaction from which a director, officer, or committee member derived an improper personal economic benefit. The Association shall have right, but not the duty, to assume the defense of such director, officer or committee member in any such action, suit or proceeding. In the event that the Association does not assume the defense, the Associations' liability for indemnification in the event of a proposed settlement of the action, suit, or proceeding shall be conditioned upon the Association's express written approval of the settlement. The forgoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer, or committee member may otherwise be entitled as a matter of law or contract.

Section 2. Insurance. The Board of Directors may purchase insurance to provide for any indemnification obligations set forth herein or as it otherwise deems appropriate.

ARTICLE XI DISSOLUTION

Section 1. Dissolution. In the event of the dissolution of the Association, the Board of Directors shall, after payment of the debts of the Association, or provision therefore, distribute the assets of the Association to, and only to, one or more organizations described in Section 501(c)3 of the Code, and to which contributions are then deductible under Section 170(c)(2) of such Code, as the Board of Directors shall determine.

ARTICLE XII CONFLICTS OF INTEREST

Section 1. Duality of Interest. Any Director, Officer, CEO, 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.

These bylaws were adopted by the Board of Directors of LeadingAge Nebraska, this day of September 23, 2024 and shall be approved at the Annual Meeting of our Membership by oral vote on November 19, 2024