

AMENDED AND RESTATE BYLAWS
OF
NEBRASKA REFEREE DEVELOPMENT PROGRAM

ARTICLE ONE
NAME AND LOCATION

Section 1. Name. The name of this corporation shall be Nebraska Referee Development Program (referred to hereinafter as the “Company”).

Section 2. Office. The principal office of the Company shall be in Omaha, Douglas County, Nebraska. The Company shall designate a registered office in accordance with Nebraska law and shall maintain it continuously.

ARTICLE TWO
PURPOSES

The Company is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE THREE
AFFILIATION

The Company shall be affiliated with the Nebraska State Soccer Association (“NSSA”), the United States Soccer Federation (“USSF”), and such other entities as the Board of Directors shall designate and shall be subject to the constitution and bylaws of such entities.

ARTICLE FOUR
FUNDS

Section 1. Funds. The fund initially established within the Company is a General Fund. The Board of Directors may establish such other restricted funds as it deems appropriate.

Section 2. Additional Funds. Upon approval of the Board of Directors, any person, corporation or association may create a new fund for the Company and all such transfers shall thereafter be subject to all the terms and conditions of the specific fund to which the assets are transferred or assigned, provided the funds shall be used in such a manner as will be consistent with the purposes of the Company within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Administrative Expenses. All administrative expenses paid or incurred by the Company to accomplish one or more of the public purposes described in section 170(c)(1) or charitable purposes

described in Section 170(c)(2)(B) of the Code shall constitute a distribution to or for the benefit of the named beneficiaries hereunder.

ARTICLE FIVE BOARD OF DIRECTORS

Section 1. General Duties. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Nebraska Nonprofit Corporate Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Company shall be controlled by the Board of Directors.

Section 2. Number of Directors and Annual Meeting. Upon the adoption of these Bylaws, the Board of Directors shall consist of not less than ten (10) persons nor more than seventeen (17) persons. The number of Directors may be changed, within the limits set by the Company's Articles of Incorporation, by amendment to these Bylaws.

Section 3. Appointment of Director to Serve as State Referee Administrator. The NSSA shall appoint one of the Directors of the Company who shall also serve as the State Referee Administrator ("SRA") as provided in Policy 531-1 adopted and approved by USSF. The SRA shall serve for a term of two (2) years and have such duties as more fully set forth in Article Ten herein.

Section 4. Appointment of Director to Serve as State Youth Referee Administrator. The NSSA shall appoint one of the Directors of the Company who shall also serve as the State Youth Referee Administrator ("SYRA") as provided in Policy 531-1 adopted and approved by the USSF. The SYRA shall serve for a term of two (2) years and have such duties as more fully set forth in Article Eleven herein.

Section 5. Appointment of Director to Serve as Representative of the NSSA. The NSSA shall appoint one of the Directors of the Company who shall also serve as the representative of the NSSA (the "NSSA Representative") as provided in Policy 531-1 adopted and approved by the USSF. The NSSA Representative shall serve for a term of two (2) years and have such duties as more fully set forth in Article Ten herein.

Section 6. Director Qualifications. All Directors with the exception of the Director appointed to serve as the NSSA Representatives shall be certified by and in good standing with the USSF as either an official, coach, mentor, or assignor.

Section 7. Election and Term. All other members of the Board of Directors other than the three Directors appointed by the NSSA as described above shall be elected by the majority vote of the Directors present at the annual meeting of the Directors. At the first election following the adoption of the Bylaws, the designated individuals serving as Directors including the three Directors appointed by the NSSA as

the SRA, the SYRA, and the NSSA Representative, shall be divided as equally as possible into two (2) groups with one group serving an initial term of one (1) year, and the second group serving an initial term of two (2) years. All Directors elected thereafter will hold office for a term of two (2) years.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the President may determine unless otherwise determined by the Board of Directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services.

ARTICLE SIX NO CONTROL BY DISQUALIFIED PERSONS

No more than fifty percent (50%) of the Directors may be either individuals who are “substantial contributors” to the Company, or “family members of a substantial contributor,” or “disqualified persons” other than as a “foundation manager,” all as determined in accordance with Section 4946 of the Internal Revenue Code (which shall be deemed to include the corresponding provisions of any future United States Internal Revenue law).

ARTICLE SEVEN EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Company shall take any action or carry on any activity by or on behalf of the Company not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE EIGHT MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Regular meetings of the Directors shall be held in the principal office of the Company, or at any other place in the State of Nebraska agreed upon by a majority of the Board. Special meetings may be held, without notice, at any time and place, within the State of Nebraska, upon the unanimous consent of the Board of Directors.

Section 2. Annual Meetings. The annual meeting of the Board of Directors for the election and appointment of Directors and Officers, and for the transaction of any other business shall be held on the third Tuesday in November, or at such other time as shall be determined by the Board of Directors. The place of the meeting shall be the regular place of meeting of the Board of Directors, or at such other place as shall be determined by the Board of Directors.

Section 3. Special Meetings. A special meeting of the Board of Directors shall be held upon written request signed by any five (5) Directors.

Section 4. Notice and Waiver. Notice of any special meeting, regular meeting, and notice of any annual meeting held at a time or place other than as specified in Section 2, above, shall be given at least seven (7) days prior thereto by written notice delivered personally, by email, or by mail to each Director at his/her address. If emailed, such notice shall be deemed to have been delivered when transmitted and, if mailed, when deposited in the United States mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Telephonic Meetings. Members of the Board may participate in a meeting other than the annual meeting through the use of a conference telephone or similar communications equipment so long as all Directors participating can adequately hear and speak to each other. Participation in a meeting in this manner shall constitute presence at such meeting.

Section 6. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the greater of (i) a majority of the number of Directors then serving on the Board or (ii) eight (8) Directors. If a quorum is present, unless otherwise provided herein or by law, the vote of a majority of Directors present at a meeting shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time with notice as set forth in Section 4 above until such time as a quorum is present.

Section 7. Voting. All members of the Board shall have one vote. The President, a Director, shall be permitted to vote on matters that come before the Board to the same extent as any other Director.

Section 8. Resignation. Any Director of the Company may resign at any time by submitting his or her written, signed and acknowledged resignation to the Board of Directors.

Section 9. Removal. Two-thirds ($\frac{2}{3}$) of the Directors then serving may remove any Director, including any Director appointed by the NSSA as described in Article Five, above, with or without cause.

Section 10. Vacancies. Other than the Directors serving as SRA, SYRA, and NSSA Representative, a vacancy occurring on the Board for any reason may be filled by the affirmative vote of a majority of the remaining Directors then present as provided herein. In the event that the Director serving as SRA, SYRA, or NSSA Representative is no longer a Director for any reason, the NSSA shall appoint an interim SRA, SYRA, or NSSA Representative to fill such vacancy as provided in Policy 531-1, adopted and approved by the USSF. A Director elected/appointed to fill a vacancy shall hold office only until such time as the predecessor's unexpired term shall have expired unless reelected by the Board

of Directors, or, in the case of a Director serving as SRA, SYRA, or NSSA Representative, until such time as the NSSA appoints a successor.

Section 11. Presumption of Assent. A Director of the Company who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 12. Consent. Any action required by law to be taken at any meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Written consent and approval may be communicated via email or other electronic means.

Section 13. Committees of Directors. The Board of Directors by resolution adopted by the entire Board may designate from among its members one or more committees, consisting of one (1) or more Directors, which shall have such power and authority as directed by the Board of Directors, these Bylaws, or the resolution creating them. Absent a specific grant of authority as described herein, no committee shall have any authority to do other than make recommendations to the Board for consideration and in no event shall a committee have authority as to any of the following matters:

- a. The dissolution, merger or consolidation of the Company; the amendment of the Articles of Incorporation; or the sale, lease or exchange of all or substantially all of the property of the Company;
- b. The filling of vacancies on the Board of Directors;
- c. The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its term shall not be so amendable or repealable; or
- e. Disbursements from any of the Funds referred to in the Articles of Incorporation in excess of any amount specified in the resolution creating the committee.

ARTICLE NINE OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers. The following Officers of the Company shall be elected/appointed from individuals then serving on the Board: President, Vice-President, Secretary, and Treasurer. The Board may elect a Chairperson but is not required to do so. No Director may hold more than one office.

Section 2. President. The Director appointed by the NSSA to serve as the SRA shall also serve as President and shall hold office for a term of two (2) years as more fully set forth in Article Five, above.

Section 3. Vice-President. The Director appointed by the NSSA to serve as the NSSA Representative shall also serve as Vice-President and shall hold office for a term of two (2) years as more fully set forth in Article Five, above.

Section 4. Election. All Officers other than the President and Vice-President shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of two (2) years and until his or her successor shall have been elected.

Section 5. Removal of President or Vice-President. Two-thirds ($\frac{2}{3}$) of the Directors then serving may remove an individual serving as President or Vice-President, with or without cause.

Section 6. Removal of Other Officers. Any Officer other than the President or Vice-President may be removed by a majority vote of the Directors present, whenever, in the judgment of the Board, such removal will be in the best interests of the Company.

Section 7. Additional Officers. The Board of Directors shall elect or appoint from time to time such additional Officers as, in its opinion, are desirable for the conduct of the business of the Company.

Section 8. Compensation. The Officers of the Company shall be entitled to the reimbursement of reasonable expenses incurred by them as Officers. In no event shall any individual who makes a direct financial contribution to the Company receive any compensation from the Company in exchange for such contribution.

Section 9. Vacancies. Other than the office of President or Vice-President, if any office becomes vacant for any reason, the Board of Directors shall fill such vacancy by the affirmative vote of a majority of the Directors then present as provided herein. In the event that a vacancy occurs for the office of President or Vice President, the NSSA shall appoint an interim SRA or NSSA Representative to serve as President or Vice-President, respectively, as provided in Policy 531-1 adopted and approved by the USSF. An Officer elected/appointed to fill a vacancy shall hold office only until such time as the predecessor's unexpired term shall have expired unless reelected by the Board of Directors, or, in the case of the President and Vice-President, until such time as the NSSA appoints a successor.

Section 10. Executive Committee. The Executive Committee shall consist of no less than six members of the Board and shall include the President, Vice-President, Secretary, Treasurer, SYRA, State Director of Referee Development, and, if elected, the Chairperson. If necessary or desirable, one or more additional members of the Board may be elected to the Executive Committee at its annual meeting. The Executive Committee shall have such power and duties as may be assigned to it from time to time by the Board of Directors, but such powers and duties shall generally be limited to those matters and issues that arise in the ordinary course of Company operations, that are time sensitive in nature, and for which it is unnecessary or undesirable to attempt to convene a meeting of the entire Board.

ARTICLE TEN DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson, if elected, is responsible for working collaboratively in leading the efforts of the Company and the NSSA and includes, but is not limited to, organizing and presiding over meetings, reviewing technical and administrative reports, create and maintaining good working relationships, and such other duties as the Board may direct. In the event that a Chairperson is not elected, the duties set forth herein shall be the responsibility of the SRA.

Section 2. President. The SRA, serving as the President, shall be the Chief Executive Officer of the Company who shall be delegated the responsibility for overall management of the affairs of the Company and the execution of the policies established by the Board. The President is responsible for overseeing the administrative and technical needs of the Company as recommended by the USSF and shall be given the necessary authority to effect this responsibility subject only to such policies as may be issued by the Board or any committees to which it has delegated power for such action. The President shall sign all documents which the Board has authorized to be executed on behalf of the Company except where such action has been expressly reserved and delegated to another by the Board. The President shall act in all matters in which the Board has not formally designated some other person or group to act.

Section 3. Vice-President. The NSSA Representative, serving as the Vice-President, is primarily responsible for acting as a liaison between NSSA and the Company which includes, but is not limited to, providing information about the Nebraska referee program, short and long-term planning with the NSSA during regularly scheduled meetings and as otherwise needed. The Vice President is responsible for advising the Company of specific requests and recommendations of the NSSA, and, if necessary or desirable, acting in place of the SRA. The Vice President shall perform all such other duties as are incidental to this office as may be prescribed by the Board of Directors.

Section 4. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees of the Board when required. The Secretary shall give, or cause to be given notice of all meetings of the Board of Directors; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall, when required, attest with his or her signature and empress with the corporate seal written contracts of the Company; and shall perform all such other duties as are incidental to this office as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have the care and custody of the monies of the Company and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Company and shall deposit all monies and other

valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the monies of the Company as may be ordered by the Board, taking proper vouchers for such disbursements. In addition, the Treasurer shall render to the President and Directors an accounting of all transactions as Treasurer and of the financial condition of the Company whenever required but, at a minimum, twice per year; once at the annual meeting of the Board and a second time approximately six (6) months thereafter. The Treasurer shall be responsible for compliance with the directives set forth in Policy 531-1, Section 4, as amended and shall perform all such other duties as are incidental to this Office as may be prescribed by the Board of Directors. The Treasurer, upon approval of the Board of Directors, may delegate his or her duties to an authorized agent, but said delegation shall not relieve the Treasurer from said duties as defined herein.

ARTICLE ELEVEN

ADDITIONAL POSITIONS AND DUTIES

Section 1. Additional Positions. In addition to the positions described in Article 10, above, members serving on the Board as Directors shall be elected/appointed to serve in the following positions: State Youth Referee Administrator, State Director of Referee Development, State Director of Assignment, State Director of Communications, Registrar, and At-Large Representatives. The individuals serving in such positions shall be appointed/elected as set forth herein and have the duties and responsibilities as described below.

Section 2. State Youth Referee Administrator. The State Youth Referee Administrator (“SYRA”) offers support, guidance, mentorship and instruction to youth referees and acts as the liaison between youth referees, their parents, and NRDP. In addition, the SYRA, in cooperation and coordination with the State Director of Referee Development, assists in providing instruction and guidance to youth and newly licensed referees. The SYRA is the person primarily responsible for identifying referees to attend the Midwest Regional Championships and Midwest Presidents Cup and coordinating the selection of the U.S. Youth Soccer’s Referees of the Year and performing all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 3. State Director of Referee Development. The State Director of Referee Development (“SDD”) is responsible for overseeing all aspects of instruction and development of referees, including, but not limited to, developing, implementing, and managing various programs related to the identification and training of referee coaches, mentors, and trainers, with the goal of providing consistent and comprehensive instruction and coaching opportunities to referees at all levels. In addition, the SDD is responsible for generating instruction materials and overseeing the implementation of training sessions

addressing all areas of referee development and performing all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 4. State Director of Assignment. The State Director of Assignment (“SDA”) is responsible for developing an assignor network that meets the needs of the Company including, but not limited to, working collaboratively with assignors and competitions, organizing, and instructing courses and clinics for assignors, developing in-service training materials for assignors, and performing all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 5. State Director of Communication. The State Director of Communication (“SDC”) is primarily responsible for developing, managing, and implementing all aspects of the Company’s communications needs, including, but not limited to, Board members and Board representatives, referees, referee coaches, mentors, trainers, and assignors, as well as outside entities such as the NSSA and league representatives. In addition, the SDC will be responsible for the developing and managing Company websites and social media and performing all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 6. Registrar. The Registrar is responsible for overseeing the registration process for all individuals licensed by U.S. Soccer, including referees, coaches, mentors, trainers, and assignors, and assuring compliance with all U.S. Soccer requirements. In addition, the Registrar will assist individuals with completing all registration requirements, will work with the Treasurer in coordinating payment of registration fees and processing of any refunds as appropriate, and performing all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 7. At-Large Representatives. Along with the other Directors, the At-Large Representatives are responsible for all matters relating to the operation of the Company, to assist other Directors of the Company as requested, to serve on Committees or Subcommittees as needed, and to perform all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

Section 8. Election. All positions described in this Article, other than the SYRA, shall be elected by the Board of Directors at its annual meeting, and shall hold office for a term of two (2) years and until his or her successor shall have been elected.

Section 9. Removal for Other Positions. Any individual serving in any of the positions described in this Article, other than the SYRA, may be removed by a majority vote of the Directors present, whenever, in the judgment of the Board, such removal will be in the best interests of the Company.

Section 10. Removal of SYRA. Two-thirds ($\frac{2}{3}$) of the Directors then serving may remove the individual serving as SYRA, with or without cause.

Section 11. Additional Positions. The Board of Directors may create from time to time such other additional positions as, in its opinion, are desirable for the conduct of the business of the Company.

Section 12. Compensation. The individuals serving in the positions described in this Article shall be entitled to the reimbursement of reasonable expenses incurred by them. In no event shall any individual who makes a direct financial contribution to the Company receive any compensation from the Company in exchange for such contribution.

Section 13. Vacancies. Other than the individual serving as SYRA, if any of the positions described herein becomes vacant for any reason, the Board of Directors shall fill such vacancy by the affirmative vote of a majority of the Directors then present as provided herein. In the event that a vacancy occurs for the position of SYRA, the NSSA shall appoint an interim SYRA, as provided in Policy 531-1 adopted and approved by the USSF. An individual elected/appointed to fill a position shall hold such position only until such time as the predecessor's unexpired term shall have expired unless reelected by the Board of Directors, or, in the case of the SYRA, until such time as the NSSA appoints a successor.

ARTICLE TWELVE

CONTRACT, CHECKS, DEPOSITS, FUNDS, AND INVESTMENTS

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

Section 2. Checks. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Company, shall be signed by such Officer or Officers, agent or agents of the Company and in such manner as shall, from time to time, be determined by resolution of the Directors. In the absence of such determination by the Directors such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the Company.

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

Section 4. Contributions. The Directors may accept on behalf of the Company any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Company provided that such contribution, gift, bequest or devise shall be used in such a manner as will be consistent with the purposes of the Company within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE THIRTEEN BOOKS AND RECORDS

The Company shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Executive Committee, and any other Committees having and exercising any of the authority of the Board of Directors. All books and records of the Company may be inspected by any member of the Board of Directors, Executive Committee, other Committee or Officers, or his/her agent or attorney for any proper purpose at any reasonable time and upon reasonable notice.

ARTICLE FOURTEEN FISCAL YEAR

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

ARTICLE FIFTEEN INVESTMENTS

The Company shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Company if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE SIXTEEN PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, employee of or member of a committee of, or person connected with the Company, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Company, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Company in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of the Company assets upon the dissolution of the Company.

ARTICLE SEVENTEEN INDEMNIFICATION

Each current and future Director or Officer of the Company, or individual holding a position as described in Article Eleven, above, shall be indemnified by the Company against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil action,

suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer, or serving in another position with the Company, except in relation to matters in which he or she has been finally adjudged in such action, suit or proceeding to have been willfully or wantonly derelict in the performance of his or her duties. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising, or otherwise adjusting any such action, suit or proceeding, when such disposition thereof appears to be in the best interests of the Company, and shall not be exclusive of other rights to which such individual may be entitled as a matter of law.

ARTICLE EIGHTEEN ANNUAL AUDIT

The Company may, but shall not be required to, cause an audit to be made by a certified public accountant or a public accountant of the accounts of the Company showing all income and disbursements at the close of the fiscal year except as specifically required by the provisions of these Bylaws or Policy 531-1 adopted by the USSF, as amended.

ARTICLE NINETEEN WAIVER OF NOTICE

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

ARTICLE TWENTY AMENDMENTS

Amendments to these Bylaws may be adopted by the Board of Directors by a two-thirds ($\frac{2}{3}$) vote of the Directors then serving; provided, however, that written notice of the proposed amendment shall be given to the Directors at least thirty (30) days prior to the date of such meeting and provided that no amendment shall authorize the Company or its Directors to conduct the affairs of the Company in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or the Treasury Regulations promulgated there under. Any such amendment to these Bylaws shall be made only in accordance with the laws of the State of Nebraska. The Directors are hereby authorized and directed to amend or modify any provisions of these Bylaws when such amendment or modification is necessary to ensure compliance with any requirements existing now or hereafter for a qualifying charitable organization which is a "supporting organization" within the meaning of Section 509(a)(3) of the Internal Revenue Code and the Treasury Regulations promulgated there under.

Adopted this 4th of December, 2022.

Jeremy Berven

Dave Glatte

Saadat Hosseini

Dave Hughes

Mark McNamara

Jim McVay

Michael Miller

Rick Sedrel

Ronda Tomczak

Geoff Weller

Mary Gene Wepfer

Brent Wilson