

**WORKERS' COMPENSATION ASSOCIATION OF NEBRASKA
CORPORATE BYLAWS**

ARTICLE I

Offices

Section 1. Principal Office. The initial principal office of Workers' Compensation Association of Nebraska (the "Corporation") is 8451 W. Center Road, PO Box 24054, Omaha, NE 68124.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Nebraska, as the Directors may from time to time determine or the charitable activities of the Corporation may require.

ARTICLE II

Purpose

Section 1. In General. The mission of Workers' Compensation Association of Nebraska is to provide the most updated information and education to Workers' Compensation Professionals in the State of Nebraska, and to encourage networking and building professional relationships within the industry to further the workers' compensation profession across all disciplines.

Section 2. Use of Funds. The Corporation is formed exclusively for the purposes for which a non-profit corporation may be formed under the laws of the State of Nebraska governing the formation of non-profit corporations, and not for any pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its Directors or officers, except to the extent permitted under the laws of the State of Nebraska governing non-profit corporations. On dissolution of the Corporation, any funds remaining after payment of the corporations obligations shall be distributed to one or more organizations organized and operated for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualified as exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 3. Loss of Exemption. Nothing contained in these Bylaws shall authorize or empower the Corporation to perform or engage in any acts or practices which would cause the Corporation to lose its status as an exempt organization with the meaning of Section 501(c)(3) of the Internal Revenue Code, as the same now exists or as the same maybe amended.

ARTICLE III

Members

The Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors which may do all lawful acts not prohibited by statute or by the Articles of Incorporation or these Bylaws and which are in furtherance of the purposes of the Corporation as set forth in the Articles of Incorporation.

For purposes of clarification and not for purposes of limiting the authority of the Directors, the Directors shall have the power to modify any restriction or condition on gifted property if, in the sole judgment of the Directors, such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the purposes of the Corporation or its continued tax exempt status under Section 501(c)(3) of the Internal Revenue Code as the same now exists or as the same may be amended.

Section 2. Numbers and Election. The number of Directors which shall constitute the entire Board of Directors shall initially be eight, and thereafter shall be the number established from time to time by resolution of the Board of Directors which number shall be not be less than three. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. All Directors shall serve these terms, and each Director elected shall hold office until a successor is elected and qualified, or until such Director's earlier resignation or removal. Directors need not be residents of the State of Nebraska. The Board of Directors may from time to time change and establish length of terms for Directors to serve and may stagger terms of Directors.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the then members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until a successor is elected and qualified or such Director's earlier resignation or removal.

Section 4. Annual Meeting. A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw on the 3rd Wednesday in the month of January in each year or, if such date shall be a legal holiday, on the next succeeding business day at the same time, at the principal office of the Corporation, or on such other date or at such other time or place as may be determined by the Board of Directors and designated in a notice of the meeting.

Section 5. Regular Meetings. The Board of Directors may provide by resolution the date, time, and place for the holding of regular meetings, other than the annual meeting of the Board of Directors, without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President upon ten-days' notice to each Director, except as provided in Article IV, Section 10 hereof with respect to telephone meetings, and a special meeting shall be called by the Secretary on like notice upon the written request of two-fifths of the number of Directors

then in office. Such meeting shall be held on such date and time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 7. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws; (a) such notice shall be given either personally, by telephone, by mail or by telegram, addressed to the Director at such Director's address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten days before the date designated for such meeting, nor more than sixty (60) days before the date of the meeting; or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, delivered by telephone, deposited in the United States mail, with postage prepaid, or delivered to a telegraph company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 8. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the Directors in office shall be sufficient to constitute a quorum for the transaction of all business; provided, in no event shall a quorum consist of less than one-third of the number of Directors fixed in accordance with these Bylaws. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater portion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled.

Section 9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by all of the Directors and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 10. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 11. Resignation and Removal of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified herein, or, if no time be specified, at the time of its receipt by the President or Secretary. The

acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

Section 12. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

ARTICLE V *Officers*

Section 1. Positions. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may appoint, including one or more Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, the President and Secretary shall not be the same person. The President, the Secretary, and the Treasurer shall be members of the Board of Directors.

Section 2. Election and Term of Office. Each officer of the Corporation shall be elected annually by the Board of Directors and shall serve for one year and thereafter until such officer's successor shall have been chosen and qualified or until such officer's death, resignation, or removal. Election or appointment of an officer shall not itself create any contractual rights.

Section 3. Resignation and Removal. Whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. Should a vacancy occur prior to election, the President shall appoint a successor to fill the unexpired term of said officer.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President shall be the Chairperson of the Executive Committee, shall have general and active management of the business of the Corporation, and shall insure that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 5. Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees, when

required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation, if any, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the President.

Section 6. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President, and to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the Treasurer's office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in the Treasurer's possession or under the Treasurer's control and belonging to the Corporation.

Section 7. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board of Directors.

ARTICLE VI

Annual Examination of Books

The Board of Directors shall select a Certified Public Accountant for the purpose of examining the books and related documents of the Corporation with such examination to be conducted at least annually. The Certified Public Accountant shall submit the results of such examination to the Board of Directors at least annually. Any results of such examination which places or may be construed as placing, the Corporation in noncompliance with its Articles of Incorporation, these Bylaws, the laws of the State of Nebraska, or Internal Revenue Code Section 501(c)(3) as the same now exists or as the same may be amended shall be immediately disclosed to the Board of Directors; and the Board of Directors shall take such corrective action as it deems necessary to correct and otherwise terminate such noncompliance.

ARTICLE VII

Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the Corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VIII

Prohibition Against Sharing in Corporate Earnings

No Director, officer, employee, or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation 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 any of the Corporate assets upon the dissolution of the Corporation. Upon a dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

ARTICLE IX

Investments

The Corporation shall have the right, subject to any restrictions contained in the Articles and these Bylaws, to retain all or any 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 Director 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 Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X

Indemnification of Directors

Each Director, whether or not in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon in connection with or resulting from any civil or criminal action, suit or proceeding in which Director may be made a party by reason of Director being or having been a Director of the Corporation, except in relations to matters in which Director has been finally adjudged in such action, suit or proceeding to have been derelict in the performance of Director's duties as a Director. The foregoing right to indemnification shall include a right to reimbursement for the amounts paid and expenses incurred in settling, compromise or otherwise adjusting any such action, suit or proceeding when such disposition thereof appears to be in the best interest of the Corporation and shall not be exclusive of other rights to which such Director may be entitled as a matter of law.

ARTICLE XI
Acceptance of Gifts

The Board of Directors shall have the right to accept or reject all gifts and donations and/or restrictions associated with said gifts.

ARTICLE XII
General Provisions

Section 1. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

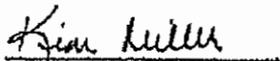
Section 2. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary, and the Secretary shall have authority to affix the seal to all instruments where its use is required.

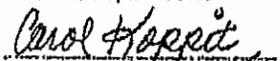
Section 3. Fiscal Year. The fiscal year of the Corporation shall end each year on the last day of that month determined by the Board of Directors.

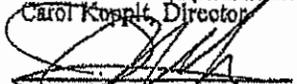
ARTICLE XIII
Amendments of Bylaws

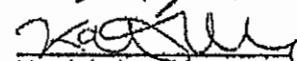
These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the Directors at a meeting duly called and at which a quorum is present.

The foregoing Bylaws were adopted by the Board of Directors of the Workers' Compensation Association of Nebraska this 26 day of July, 2016

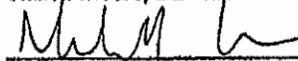

Kim Miller, Director

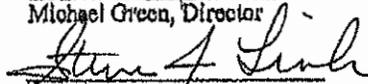

Carol Koppelt, Director

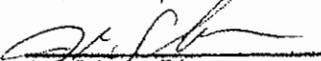

Dallas Jones, Director


Katy Martin, Director


Sharon Moore, Director


Michael Green, Director


Steve Lincoln, Director


Josh Schauer, Director