

BYLAWS OF  
BLUE CROSS AND BLUE SHIELD OF NEBRASKA, INC.

AUG 06 2025

ARTICLE I  
SHAREHOLDERS

FILED

SECTION 1. Annual Meeting. The Annual Meeting of the Shareholders shall be held at the time and place set forth in the Articles of Incorporation, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The order of business at the Annual Meeting of the Shareholders shall be:

- A. Reading of the Minutes of the last Annual Meeting and any Special Meetings since the last Annual Meeting.
- B. Report of the significant actions of the preceding year, the report of the Chairperson of the previous year and his or her recommendations, the report of the Chief Executive Officer, the report of the Treasurer, and any other reports.
- C. Voting upon any amendments to the Articles properly coming before the meeting.
- D. Establish the number of Directors to serve for the following year.
- E. Determine the eligibility of nominees to serve as Directors and classification as Independent Directors and Healthcare Providers.
- F. Nomination of qualified and eligible Directors.
- G. Elect Directors.
- H. Other business.

If the election of Directors shall not be held on the day designated herein for any Annual Meeting of the Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Shareholders as soon thereafter as conveniently may be.

SECTION 2. Voting/Manner of Acting. Each Shareholder shall be entitled to one (1) vote on each matter at any Annual or Special Meeting of Shareholders. Any action required to be taken shall be authorized by a majority vote of Shareholders present, either in person or by proxy, except as otherwise specifically required by Nebraska law or by these Bylaws.

SECTION 3. Proxy. A Shareholder of the Company may appoint any officer or Shareholder his or her proxy in writing to vote at any Annual or Special Meetings of the Shareholders, such proxies shall be filed with the Company at least five (5) days prior to the date of the meeting. Such proxies may provide that the same are unlimited as to time and may be set forth in the application or Shareholder policy. Proxies may be revoked in writing by the Shareholder and any such proxy is ineffective when the Shareholder is present at any meeting of the Shareholder. The Secretary of the Company shall maintain a list of all written proxies filed with the Company and shall ascertain if the one executing the proxy is a Shareholder in good standing and shall report to the Chairperson at the beginning of each meeting of the Shareholders the number of proxies and the designated nominee for voting.

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SECTION 4. Quorum. A quorum at any Annual or Special Meetings of Shareholders shall consist of the Shareholders present in person, remotely or by proxy.

SECTION 5. Nominations. Nominations of persons for election to the Board of Directors may be made by any Shareholders. Such nomination shall be made and delivered in writing to the Secretary not less than 180 calendar days prior to the Annual Meeting of Shareholders. In addition, such nomination shall include, as to each person whom the Shareholders proposes to nominate for election or reelection as an Independent Director, all information required by the Company about such person so that the Company may determine whether the person nominated meets the requirements to be a Director as set forth in these Bylaws and the Governance and Nominating Committee Charter and sufficient information to determine whether the nominee is a Healthcare Provider.

SECTION 6. Special Meetings. Upon request of (i) the President and/or Chief Executive Officer, (ii) Shareholders holding at least ten percent (10%) of all votes entitled to be cast, or (iii) vote of the Board of Directors, a Special Meeting of the Shareholders may be held.

SECTION 7. Meeting Notice. Written or printed notice stating the place, day, and hour of meeting and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, to each shareholder of record entitled to vote at such meeting. The notice shall include the record date for determining the Shareholders entitled to vote at the meeting, if such date is different than the record date for determining Shareholders entitled to notice of the meeting. A Shareholder may waive any notice before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Shareholder entitled to the notice, and be delivered for inclusion in the minutes or filing with the corporate records. A Shareholder's attendance at a meeting shall be a waiver of notice unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

SECTION 8. Remote Communication. Meeting of Shareholders may be held in person or may be held solely by means of remote communication. Shareholders may not participate in such meetings unless in attendance, whether physically, remotely or represented by a valid proxy who is physically or remotely in attendance.

SECTION 9. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

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ARTICLE II  
BOARD OF DIRECTORS

**SECTION 1. Powers and Duties.** The affairs and business of the Company shall be conducted by the Board of Directors. A Director shall, based on facts then known to the Director, perform his or her duties as a Director, including his or her duties as a member of any Committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Company, and with such care as a prudent person in a like position would under similar circumstances. For purposes of this section, facts then known to the Director shall mean information or knowledge actually possessed by a Director and information and facts contained in material given or presented, either orally or in writing to a Director by other Directors or by officers, employees, agents or consultants engaged by or representing the Company.

**SECTION 2. Number/Qualifications.** The Board of Directors shall consist of not less than five (5) nor more than twenty-one (21) persons as determined by the Shareholders at the Annual Meeting of the Shareholders. Subject to Section 11 of this Article II, the Board of Directors shall be composed of a majority of persons who are Independent Directors and a majority of persons who are not Healthcare Providers. An "Independent Director" is an individual who:

- is not an employee of the Company or any affiliate thereof or an immediate family member of an employee of the Company or any affiliate thereof. Immediate family members shall be defined as spouse, parent, children, sibling, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law; or
- has not been an employee of the Company or any affiliate thereof within the past two (2) years; or
- does not have a significant personal business interest with the Company.

A significant personal business interest shall not include:

- A person who is insured by BCBSNE;
- A person whose health care benefits are administered by BCBSNE; or
- A participating health care professional.

A "Healthcare Provider" is defined as a person who is an active or retired member of a healthcare profession, is an active or retired officer, executive, director, trustee or employee of a hospital, an active or retired officer, director or employee of an organization or entity which provides healthcare services or a person who has a financial interest in a healthcare provider.

At least one (1) Director must be a resident of the State of Nebraska. Any individual who has been convicted of a felony or a health care related crime shall be ineligible to serve as a Director. Likewise, any individuals who are excluded from participation in a federal

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or state governmental health care program, including Medicare or Medicaid, or who are debarred from federal procurement or nonprocurement programs shall be ineligible to serve as a Director.

No more than two (2) members of the Board of Directors may be employees of the Company.

**SECTION 3. Terms & Term Limits.** Directors shall be elected for three (3) year terms at the Annual Meeting of the Shareholders and shall hold office until resignation or removal or until their successors are respectively elected and qualified. Terms of Directors shall be staggered such that approximately one-third (1/3) of all Director terms expire each year. Directors may serve up to five (5) three-year terms; provided, however, this term limit shall not apply to Directors with continuous service on the Board of Directors commencing prior to the 2012 election and to Directors who are employees of the Company. With the exception of Directors who are also employees of the Company, all Directors shall have a mandatory retirement age of 75. Upon reaching age 75, a Director may serve until his or her successor is duly elected and qualified at the next Annual Meeting of Shareholders.

**SECTION 4. Regular Meetings.** The Regular Meetings of the Board of Directors shall be quarterly. The Meetings of the Board of Directors each year shall be in March, June, September and December at a time and place to be set by the Chairperson. Any meeting may be rescheduled by the Chairperson to another date.

**SECTION 5. Chairperson/Vice Chairperson.** The Board of Directors shall elect from its membership a Chairperson and Vice Chairperson. The Chairperson shall be the presiding officer at all meetings of the Shareholders of the Company, the Board of Directors, and Governance and Nominating Committee. He or she shall make reports and give recommendations at the Annual Meeting of the Shareholders of the Company and other meetings of the Shareholders, and to the Board of Directors and Governance and Nominating Committee. The Vice-Chairperson may preside, make reports and give recommendations at the Annual Meeting of Shareholders, in the absence of the Chairperson.

**SECTION 6. Special Meetings.** Special Meetings of the Board of Directors may be called at any time by the Chairperson. In the absence of the Chairperson, the Vice Chairperson may call a special meeting or a special meeting may be called by written request of five (5) members of the Board. Notice of any special meeting shall be given at least two (2) days prior thereto.

**SECTION 7. Notice.** The Secretary shall send notices by mail, e-mail, or other electronic means, or otherwise give appropriate notice to members of the Board of Directors, in advance of any Regular or Special Meeting of the Board.

**SECTION 8. Voting & Participation.** At all meetings of the Board of Directors, each member of the Board of Directors shall be entitled to one (1) vote but may not be permitted

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to vote by proxy. The Board of Directors may permit any or all Directors to participate in any regular or special meeting, or Committee meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**SECTION 9. Quorum & Manner of Acting.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum. Any action required to be taken shall be authorized by a majority vote of the Directors present at a meeting at which a quorum is present except as otherwise specifically required by Nebraska law or by these Bylaws. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**SECTION 10. Agenda.** The Agenda at the first Regular Meeting of the Board of Directors each year shall include, but not be limited to, the following items:

- A. Election of the Chairperson and Vice Chairperson.
- B. Approval of the Minutes of any prior Board meeting, and Committee meetings since the last regular meeting of the Board of Directors.
- C. Receiving of reports, general or special.
- D. Appointment of the President, the Secretary, the Treasurer, and the Compliance Officer.
- E. Committee appointments.
- F. Other business.

**SECTION 11. Resignation.** Any Director may resign from the Board of Directors at any time by giving written notice to the Chairperson. The acceptance of such resignation shall not be necessary to make it effective. Directors who are employed by the Company shall be deemed to have resigned at such time that he or she no longer serves in his or her role with the Company, unless a majority of the Board of Directors at the next Regular Meeting requests that the Director continue to serve and so long as the Board continues to consist of a majority of Independent Directors and a majority of Directors who are not Healthcare Providers. In addition, in the event an Independent Director no longer qualifies as "Independent", the Director shall be deemed to have resigned from the Board; provided, however, the Board of Directors may elect to request that the resigning Director continue service on the Board of Directors so long as the Board continues to consist of a majority of Independent Directors and a majority of Directors who are not Healthcare Providers. In the event a Director fails to satisfy the qualifications set forth in Section 2 hereof, such Director shall be deemed to have resigned from the Board. Likewise, if a Director misses three (3) consecutive Regular Board Meetings or more than one-third of all Company Board-related activities, including Regular Meetings, Committee Meetings, Special Meetings and retreats in any one-year period, his or her office shall be deemed to be vacant, unless a majority of the Board of Directors at the next Regular Meeting determines that extenuating circumstances justified the absences.

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**SECTION 12. Removal.** A Director may be removed by the Shareholders of the Company at a meeting of the Shareholders called expressly for that purpose. The notice of said meeting shall state that a purpose of the meeting is the removal of said Director. A Director may be removed, with or without cause, if the number of votes cast to remove the Director exceeds the number of votes cast not to remove the Director.

**SECTION 13. Vacancies.** If a vacancy occurs on the Board of Directors, the Board of Directors may fill the vacancy. Such replacement Director may serve until the next Annual Meeting of Shareholders following his or her appointment, at which time the Shareholders may elect the replacement Director, or his or her successor, to serve the remainder of the vacated term.

**SECTION 14. Committees.** The Board of Directors shall establish such Committees of the Board of Directors as it may deem necessary or convenient for the conduct of business and may delegate to any such Committee some or all of the powers of the Directors except those which, by law or by these Bylaws, may not be delegated. The standing Committees of the Board of Directors shall be the Audit and Compliance Committee, the Compensation Committee, the Finance Committee, and the Governance and Nominating Committee. Committees shall operate pursuant to the same rules as applicable to meetings of the Board of Directors as set forth in these Bylaws.

The Governance and Nominating Committee shall serve as an “executive committee” and shall have the authority to take such actions for the Board of Directors as may be required between meetings of the Board of Directors, provided such actions are not inconsistent with the law, the Articles of Incorporation, or the Bylaws. An act of the Governance and Nominating Committee taken within the scope of its authority shall be an act of the Board of Directors. The Governance and Nominating Committee shall render in the form of minutes a report of its several acts at each regular meeting of the Board of Directors and at any other time when so directed by the Board of Directors.

Unless otherwise required by the Bylaws, the Chairperson shall annually determine the membership on such Committees, subject to approval by a majority of the Board of Directors. The Chairperson shall also appoint the Chairperson and Vice-Chairperson of such Committees, subject to approval by a majority of the Board of Directors. At all meetings of the Committees of the Board of Directors, a majority of the membership of the Committee shall constitute a quorum. If a majority of the membership of the Committee is not present, the Board of Directors Chair and/or Vice Chair may be used to constitute quorum. The Board of Directors, subject to the provision set forth herein, shall define the duties of such Committees and such duties shall be documented in Committee Charters approved by the Board of Directors or by applicable resolution. A committee may not, however, (i) authorize or approve distributions; (ii) approve or propose to shareholders action that requires shareholder approval; (iii) fill vacancies on the Board of Directors or any committee; or (iv) adopt, amend, or repeal the Bylaws. In the event of a conflict between the Corporate Governance Guidelines and a Committee Charter, the Corporate Governance Guidelines shall prevail. The Secretary of the Company shall give notice of all Committee meetings.

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The Board of Directors shall also establish Corporate Governance Guidelines.

SECTION 15. Compensation. The Board of Directors shall determine at least every two (2) years the amount to be paid to each Independent Director as compensation for services provided. Each Independent Director shall also be reimbursed for reasonable and necessary expenses incurred in his or her role as a Board Member.

ARTICLE III  
OFFICERS

SECTION 1. Officers. The officers of the Company shall be the (1) Chief Executive Officer; (2) President; (3) Secretary; (4) Treasurer; (5) Compliance Officer; (6) any Executive Vice President appointed in accordance with these Bylaws; and (7) any Senior Vice President or Vice President appointed in accordance with these Bylaws. The offices of the Chief Executive Officer and President may be held by the same person or separate individuals.

SECTION 2. Appointment/Term of Office. The Chief Executive Officer, President, Secretary, Treasurer and Compliance Officer shall be appointed by the Board of Directors. With the exception of the Chief Executive Officer or unless otherwise provided by these Bylaws, the President, Secretary, Treasurer and Compliance Officer shall be appointed annually at the first Regular Meeting of the Board following the Annual Meeting of Shareholders. Each appointed officer shall hold office for one (1) year or until his or her successor shall have been duly approved and qualified or appointed or until his or her death, resignation or removal from office. The Board of Directors shall fix the term of office and compensation of the Chief Executive Officer. The Executive Vice Presidents shall be appointed by the Chief Executive Officer with input from the Board of Directors. The Chief Executive Officer may appoint no more than four (4) Executive Vice Presidents without express approval by the Board of Directors. In addition, the Chief Executive Officer may appoint Senior Vice Presidents and Vice Presidents as officers of the Company without express approval by the Board. The Chief Executive Officer shall annually make a report to the Board of Directors, which shall identify the officers appointed by the Chief Executive Officer within the prior year.

SECTION 3. Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Company and shall actively manage the business of the Company, subject to the direction of the Board of Directors. He or she shall fix the terms of employment, including compensation, for all employed personnel in accordance with policies determined by the Board of Directors. He or she shall countersign all policies and riders thereto. The Chief Executive Officer shall present a report at the Annual Meeting of Shareholders. He or she shall make reports and recommendations to the Board of Directors and its Committees upon any subject pertaining to the business of the Company. He or she shall give any report required by the Board of Directors or its Committees on any matter pertaining to the Company, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors. He or she or his

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or her designee shall sign upon behalf of the Company, all contracts and papers of a legal nature. He or she shall see that the actions of the Board and its Committees are carried out and shall exercise such powers in general of the Chief Executive Officer of the Company.

**SECTION 4. President.** The President shall, in cooperation with the officers, develop and execute broad corporate policies, strategies and programs affecting the Company and shall carry out such duties of the Chief Executive Officer that are delegated to the President from time to time.

**SECTION 5. Treasurer.** The Treasurer of the Company is responsible for all financial and accounting policies, procedures and transactions performed within the Company, including but not limited to budget preparation, preparation of financial statements, corporate investment policy and practice and liaison and support of the independent audit. The Treasurer of the Company shall cause to be kept complete and accurate records of all receipts and disbursements of the Company. The Treasurer shall make quarterly reports to the Board of Directors, and the Annual Meeting of Shareholders of the Company. He or she shall cause to be deposited, with depositories authorized by the Board all funds of the Company. All withdrawals shall be made over the signature of the Treasurer and at least one (1) other designated signatory as authorized by the Board of Directors.

**SECTION 6. Secretary.** The Secretary shall keep full and permanent records of all meetings of the Shareholders of the Company, the Board of Directors and its Committees. He or she shall conduct all general correspondence for the Company, prepare, or have his or her designee prepare, the minutes of all meetings of the Company, the Board of Directors and its Committees, and shall keep a record of all reports of Committees and written recommendations. He or she shall be the custodian of the Corporate Seal of the Company and affix the same to all legal papers requiring the Corporate Seal. He or she shall cause to be given notice of all meetings of the Shareholders, Board of Directors and all Committees of the Board. The Secretary shall notify all persons who are appointed to Committees by the terms of these Bylaws and by the Chairperson.

**SECTION 7. Compliance Officer.** The Compliance Officer shall be responsible for the maintenance of the Company's Code of Business Conduct, including providing training and communication to directors, officers and employees of the Company regarding its requirements. He or she shall be responsible for developing processes to ensure compliance with legal and regulatory requirements, including monitoring and auditing for compliance. The Compliance Officer shall maintain a confidential means for employees to report suspected violations of the law and/or Company policy and provide reports to the Audit and Compliance Committee regarding the operation of the compliance program.

**SECTION 8. Executive Vice Presidents and Senior Vice Presidents.** The Executive Vice Presidents and Senior Vice Presidents shall, at the direction of the Chief Executive Officer and in cooperation with the officers, develop and execute broad corporate policies, strategies and programs affecting the Company.

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**SECTION 9. Removal.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Officers appointed by the Chief Executive Officer may also be removed by the Chief Executive Officer whenever in his or her judgment the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer shall not of itself create contract rights.

**SECTION 10. Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors or the Chief Executive Officer, as set forth in Section 2 of this Article III, for the unexpired portion of the term of such office.

**ARTICLE IV  
CONTRACTS OF HEALTHCARE**

**SECTION 1.** At the direction of the Board of Directors, the Company may contract in writing with any approved licensed hospital, skilled nursing facilities, intermediate care facilities, extended care facilities, nursing homes, home health agencies, chemical treatment centers, or other companies or legal entities, providing health care services including but not limited to licensed physicians, dentists, pharmacists and other health care providers for the provision of health service or class of health services, supplies, drugs or equipment provided for diagnosis, relief, or treatment of illness or injury. Execution of such contracts may be effected by the Chief Executive Officer or his or her designee.

**ARTICLE V  
RESERVES**

**SECTION 1.** The Board of Directors shall set up reserves for liabilities as requested by the Department of Insurance of the State of Nebraska, and by law, and may set up such other reserves, contingent and otherwise, as may be deemed necessary.

**ARTICLE VI  
CORPORATE SEAL**

**SECTION 1.** The Company shall have a Corporate Seal which shall be in such form as the Board of Directors may prescribe.

**ARTICLE VII  
AMENDMENTS**

**SECTION 1.** These Bylaws may be amended, in whole or in part, in the following manner:

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A. Any proposed amendment shall be presented for review and comment to the Governance and Nominating Committee. During its review of the proposed amendment, the Governance and Nominating Committee may amend the language of the proposed amendment. After its review of the proposed amendment, the Governance and Nominating Committee shall forward the proposed amendment with a recommendation to approve or reject the amendment to the Board of Directors.

B. The proposed amendment of the Bylaws and the recommendation of the Governance and Nominating Committee shall be presented to the Board of Directors for consideration at its next meeting. A majority of the members of the Board of Directors shall be required to adopt the proposed amendment. In the alternative, a majority of the members of the Board of Directors (a) may modify the proposed amendment and adopt the amendment as modified or (b) may take any other action with regard to the amendment.

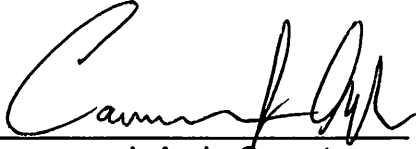
ADOPTION AND EFFECT

The Board of Directors of Blue Cross and Blue Shield of Nebraska, Inc. approved the adoption of these amended Bylaws by appropriate action taken on June 25, 2025.

Blue Cross and Blue Shield of Nebraska, Inc.

By: Karen B. Aman

Karen B. Aman, Chairperson of  
the Board of Directors

  
Cameron J. Arch, Secretary