

MAR 14 2023

## AMENDED AND RESTATED BYLAWS OF SAPPHIRE EDGE, INC.

**FILED**

### ARTICLE 1: PURPOSE

Sapphire Edge, Inc. (the Company) has been established to offer for sale Medicare Advantage products to Nebraska consumers on behalf of Blue Cross and Blue Shield of Nebraska, Inc.

### ARTICLE 2: OFFICE

The principal office of the Company in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The Company may have such other offices as the Board of Directors may determine or the Company may require from time to time.

The registered office of the Company shall be maintained in the state of Nebraska and may be, but need not be, identical with the principal office in the state of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE 3: MEMBERS

Each person, corporation, association, partnership, or limited liability company owning a policy or policies of insurance shall be a Member of the Company. Each Member shall be entitled to one (1) vote on each matter at any Annual or Special Meeting of Members. Meetings of Members may be held in person or may be held solely by means of remote communication. Members 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.

Meetings of Members shall be held either at the principal office of the Company, or at any other place within the State of Nebraska, whether physically or remotely, as determined by the Board of Directors and designated in the notice of the meeting or executed waiver of notice.

An annual meeting of Members for the purpose of electing directors and transacting any other business shall be held on a date established by the Board of Directors.

### ARTICLE 4: BOARD OF DIRECTORS

The business and affairs of the Company shall be managed by its Board of Directors. Subject to the limitations of the Articles of Incorporation of the Company, these Bylaws, and the laws of the State of Nebraska, the Directors are vested with all of the powers now or hereafter conferred by law.

The Company shall adopt such policies, procedures, and processes of Blue Cross and Blue Shield of Nebraska, Inc. as it may deem appropriate for the effective and efficient management of the Company.

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The number of Directors of the Company shall be not less than five (5) nor more than seven (7) persons. Each Director shall hold office until the next annual meeting of Member(s) and until his or her successor shall have been appointed.

The Board of Directors may provide, by resolution, the time and place, either within or without the state of Nebraska, whether in person or remotely, for the holding of regular meetings without other notice than such resolution.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and may be held either in person or remotely. Notice of any special meeting shall be given at least five (5) business days prior to such meeting by electronic means. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. 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.

Any regular or special meeting of the Board, or any Committee appointed by the Board pursuant to these Bylaws, may be held either in person or remotely. Participation in such a meeting shall constitute attendance and presence at the meeting.

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors

Except as hereinafter provided, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Any action which may be taken by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors and included in the minutes filed with the Company records reflecting the action taken.

By resolution of the Board of Directors, each Director may be reimbursed reasonable expenses, but otherwise shall not be paid any salary or compensation. The foregoing shall not preclude any Director from serving in any other capacity and receiving compensation for it.

### **ARTICLE 5: OFFICERS**

The officers of the Company shall be a President, a Secretary, and a Treasurer. Such other officers as may be deemed necessary may be appointed by the Board of Directors, and such officers to have authority to perform the duties prescribed, from time to time, by the Board of Directors. 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

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deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

Each officer shall hold his or her office until his or her successor shall have been duly appointed, or until his or her death, resignation, or removal.

Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Company. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Any officer may be removed from office by the action of the Board of Directors, whenever in its judgment the best interests of the Company will be served thereby.

**President.** The President shall be the principal executive officer of the Company and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Company. The President may sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Company; and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

**Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records of the Company and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and financial aspects of the Company, receive and give receipts for all securities and monies due and payable to the Company from any source whatsoever, deposit all such monies in the name of the Company in such banks or in other depositories, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

### **ARTICLE 6: COMMITTEES**

The Board may, by resolution, designate and appoint one or more Committees to have and exercise the authority of the Board. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

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Each Committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board. Each Committee shall keep minutes of its meetings and shall report the same from time to time to the Board.

### **ARTICLE 7: 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 and committees having any of the authority of the Board of Directors. All books and records of the Company may be inspected by the Members, any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE 8: FISCAL YEAR**

The fiscal year of the Company begins on January 1 of each year and ends on December 31 of each year.

### **ARTICLE 9: SEAL**

Unless otherwise provided by the Board of Directors, the Company shall have no seal.

### **ARTICLE 10: CONTRACTS OF HEALTHCARE**

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 President or his or her designee.

### **ARTICLE 11: RESERVES**

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 12: AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors or by the Members at any regular or special meeting.

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