

**FIRST AMENDMENT
TO
AMENDED AND RESTATED BYLAWS
OF
OMAHA HOCKEY CLUB, A NEBRASKA NONPROFIT CORPORATION**

Pursuant to Section XIV-1 or Article XIV of the Amended and Restated Bylaws of Omaha Hockey Club, A Nebraska Nonprofit Corporation dated effective as of April 21, 2020 (the "Bylaws"), and the action of two-thirds (2/3) vote of the members in good standing present and voting , the Bylaws are hereby amended as follows:

1. Article IV of the Bylaws is hereby amended to add a new Section IV-13, which shall be as follows:

Section IV-13. Executive Director. The Board of Directors may employ an Executive Director who shall be, notwithstanding anything to the contrary in the Bylaws, the chief operating officer of the Corporation and shall carry out the mission of the Corporation. The Executive Director shall be responsible for facilitation of the Board of Directors' policies, and the Executive Director shall report directly to and be overseen by the Board of Directors. The Executive Director shall devote his or her time and abilities exclusively to the day to day management and operation of the Corporation, and perform such additional duties as may be directed by the Board of Directors. Prior to the selection and hiring of an Executive Director, the Board of Directors shall develop and adopt, by resolution, a description of the duties to be performed by the Executive Director. The Executive Director shall be paid a reasonable salary and may receive other employment benefits, all as determined at the discretion of the Board of Directors. The Executive Director shall be an employee at will and may be terminated by the Board of Directors with or without cause. The Executive Director shall not be a member of the Board of Directors, but the Executive Director shall attend all meetings of the Board of Directors. The Executive Director shall be an ad-hoc member of all committees.

2. Section VIII-3 of Article VIII of the Bylaws is hereby deleted in its entirety and is substituted with the following:

Section VIII-3. Checks, Drafts and Orders. All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by the Executive Director and countersigned by either the President or the Treasurer.

3. Article VIII of the Bylaws is hereby amended to add a new Section VIII-4, which shall be as follows:

Article VIII-4. Purchases. The Executive Director, as well as any other member of the Board of Directors , must receive the prior approval of the Board of Directors for any purchase of goods or services by the Corporation in excess of Ten Thousand and No/100 Dollars (\$10,000.00).

4. Article VIII of the Bylaws is hereby amended to add a new Section VIII-5, which shall be as follows:

Article VIII-5. Expansion. The Executive Director must receive the prior approval of the Board of Directors to implement any plan for the expansion of the operations of the Corporation, including but not limited to, the purchase of real estate by the Corporation, the construction of any improvements to any real estate owned by the Corporation, or entering into any lease in excess of one (1) year.

5. The Bylaws are hereby amended to add a new Article XV, which shall be as follows:

Article XV. Restrictions

Section XV-1. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes) and no trustee, officer of the corporation, or any affiliated organizations or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

No part of the activities of the Corporation shall involve carrying on Propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170 (c)(2)

of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. The Bylaws are hereby amended to add a new Article XVI, which shall be as follows:

Article XVI. Sale of Corporation's Assets

Section XV-1. Sale of Corporation's Assets. No sale of the Corporation's assets by the Executive Director shall be undertaken without the prior approval of the Board of Directors. No part of the proceeds from the sale of any of the Corporation's assets shall inure to the benefit of or be distributed to any member, director, trustee, officer of the corporation, or any private individual.

7. The Bylaws are hereby amended to add a new Article XVII, which shall be as follows:

Article XVII. Dissolution

Section XVII-1. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

8. The Bylaws are hereby amended to add a new Article XVIII, which shall be as follows:

Article XVIII. Powers

Section XVIII-1. Powers. Subject to the express limitation that the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as (a) a Corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, the Corporation shall have and possess all powers and rights conferred upon Corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts, and, in addition thereto,

the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient, or expedient to the attainment of the Corporation's operating purposes.

Except as specifically amended herein, the Amended and Restated Bylaws of Omaha Hockey Club, A Nebraska Nonprofit Corporation dated effective as of April 21, 2020, shall remain in full force and effect.

Dated: February _____, 2024.

Authenticated by:

Jackie Hilderbrend, Secretary