

**BY-LAWS
of
NEBRASKA PUBLIC POWER DISTRICT**

Resolution No. 70-22, Adopted January 23, 1970,
as Last Amended January 14, 2021

The following shall be the By-Laws of the District:

I. THE BOARD OF DIRECTORS

A. The Board of Directors shall consist of those directors selected and qualified as provided by law and the Amended Petition for Creation of the District.

B. The corporate powers and control of the District shall be vested in and exercised by the Board of Directors of the District subject only to those delegations of authority to the officers and employees of the District as shall be adopted by the Board.

C.¹ The Board of Directors shall select the statutory officers of the District who shall be a Chair of the Board, a First Vice Chair of the Board, a Second Vice Chair of the Board, a Secretary, and a Treasurer. The Chair, the First Vice Chair and the Second Vice Chair shall be, and the Secretary and Treasurer may be, selected from the membership of the Board of Directors. The Officers of the Board, selected from the membership of the Board of Directors, shall constitute the Executive Committee of the Board.

D.² The election of the officers designated in Section I.C. above shall be held at the first meeting of each calendar year. Terms of such officers shall be for one year, to start immediately upon election, and to continue until their successors are elected; provided that a 2-year term may be designated for an officer by a vote of a majority of the Directors present at the time of the election.

Nominations to each office designated in Section I.C. shall be by oral nomination. With respect to the election for each office, each Director may nominate one individual for the office. Any individual so nominated may decline the nomination. The nominated individuals who have not so declined shall be presented for election.

¹ Paragraph C, Section I, amended as of December 19, 1985, by Resolution No. 85-168; January 3, 1991, by Resolution No. 91-1; and January 14, 2021, by motion.

² Paragraph D, Section I, amended as of December 19, 1985, by Resolution No. 85-168; and March 2, 1990, by Resolution No. 90-51; and January 3, 1991, by Resolution No. 91-1.

³ Chairman changed to Chair throughout the By-Laws document December 12, 2019, by motion.

Election to each such office shall be by secret ballot and shall require the affirmative vote of a majority of the membership of the Board. If, on any ballot taken, no individual receives the number of votes necessary to be elected, another ballot shall be taken between the individuals (which may be more than two in the event of a tie) who received the largest and second largest number of votes on the preceding ballot. The total vote on each ballot shall be recorded in the minutes.

E.³ The Board of Directors shall select the President, Chief Audit and Ethics Officer, and General Counsel and fix their compensation after recommendation by the President. The selection, duties, and compensation of all other employees of the District shall, at all times, be subject to the control of the Board of Directors, except as authority with relation thereto is delegated to the President of the District by resolution.

F.⁴ At the beginning of each year, the newly-elected Chair of the Board, after consultation with the First Vice Chair, Second Vice Chair, and Secretary, and with the approval of the Board of Directors, shall appoint the following standing committees to serve during the following year, with the first named Board member therein to be Chair and the second named Board member therein to be Vice Chair of said Committee:

1. **ENERGY SUPPLY COMMITTEE** whose primary oversight and reporting responsibilities shall be in the areas relating to non-nuclear generation, water resources, irrigation, TEA, environmental, enterprise technology, corporate security.

2. **CUSTOMER & SUPPORT SERVICES COMMITTEE** whose primary oversight and reporting responsibilities shall be in the areas relating to wholesale services, retail services, economic development, pricing and rates, finance and accounting, integrated resource planning, customer billing, energy delivery systems (transmission and distribution wires), human resources, safety, land management, corporate communications, energy efficiency and conservation, aviation, administrative services, facility services and procurement.

3. **NUCLEAR COMMITTEE** whose primary oversight and reporting responsibilities shall be in the area relating to nuclear energy. The Nuclear Committee Chair and one additional member of the Nuclear Committee shall complete all of the requirements necessary in order to obtain unescorted access to the District's nuclear facility. These requirements shall be completed within 90 days of assignment, or at a time determined to be acceptable by the Chair of the Board.

³ Paragraph E, Section I, amended as of December 19, 1985, by Resolution No. 85-168; December 4, 1987, by Resolution No. 87-182; March 2, 1990, by Resolution No. 90-52; January 3, 1991, by Resolution No. 91-1; March 14, 1997, by motion; December 14, 2000, by Resolution No. 00-137; and March 9, 2012, by motion.

⁴ Paragraph F, Section I, amended as of March 26, 1971, by Resolution No. 71-40; September 9, 1977, by Resolution No. 77-239; December 19, 1985, by Resolution No. 85-168; December 13, 1996, by Resolution No. 96-232, which revised the entire Board Committee structure; February 12, 1998, by motion; March 12, 1998, by motion; March 9, 2000, by motion; March 8, 2001, by motion; February 15, 2002, by motion; June 6, 2002, by motion; February 14, 2003, by motion; September 12, 2003, by motion; November 14, 2003, by motion; January 14, 2005, by motion; February 9, 2007, by motion; December 14, 2007, by motion; February 15, 2008, by motion; March 12, 2010, by motion; January 9, 2015, by motion; December 12, 2019, by motion; and January 14, 2021, by motion.

4. **AUDIT, RISK AND COMPLIANCE COMMITTEE** whose primary oversight and reporting responsibilities shall be in the areas relating to the integrity of the company's financial statements, the performance of the internal audit function and external auditors, cyber and physical security risks, risk management, governmental affairs, and for ensuring NPPD management is maintaining compliance with the electric reliability standards. The Executive Committee of the Board shall constitute the Audit, Risk and Compliance Committee.

5. **BOARD GOVERNANCE AND STRATEGIC PLANNING COMMITTEE** whose primary oversight and reporting responsibilities shall be in the area relating to board governance and associated policies, the District's By-laws, and the strategic planning process and the strategic plan, including the responsibility to conduct an annual review of the plan.

6. **BUDGET COMMITTEE** whose primary oversight and reporting responsibilities shall be in the area relating to budget and rate outlook processes.

G.⁵ All standing committees shall consist of not less than three members and not more than five members.

H. The Board may require any officer or employee to give surety bond whenever the Board shall deem it necessary, the premiums of such bonds to be paid by the District.

I. The Board shall cause to be kept accurate minutes of its meetings and accurate records and books of account conforming to approved methods of bookkeeping and clearly setting out and reflecting the entire operation, management, and business of the District in the manner provided by law. All of such books and records of the District shall be open to public inspection at reasonable business hours. The principal books and records of the District shall be kept at the principal place of business of the District in Columbus, Nebraska, but records of local operation or of management of system operation may be kept at the localities to which the records appertain.

J. The fiscal year of the District shall coincide with the calendar year as provided by law, and the Board of Directors, at the close of each year's business, shall cause an audit of the books, records, and financial affairs of the District to be made as provided by law and filed and published as provided by law.

K.⁶ Members of the Board of Directors shall be paid their actual expenses while engaged in the business of the District under the authority of the Board of Directors. The Chair and each member of the Board shall receive compensation for services as a member of said Board pursuant to and in accordance with Nebraska law and as may be determined and established by the Board from time to time.

⁵ Paragraph G, Section I, amended as of February 22, 1973, by Resolution No. 73-28; and January 20, 1983, by Resolution No. 83-5.

⁶ Paragraph K, Section I, amended as of August 24, 1979, by Resolution No. 79-110; December 19, 1980, by Resolution No. 80-196; December 17, 1982, by Resolution No. 82-191; March 22, 1984, by Resolution No. 84-56; December 19, 1985, by Resolution No. 85-168; November 9, 1990, by Resolution No. 90-188; and August 10, 2000, by Resolution No. 00-97.

L.⁷ Before the beginning of each year, the District shall cause to be prepared a budget of its proposed operations for the ensuing year. The said budget shall be prepared under the direction of the President.

Preparation, form and filing of the budget shall conform to the bond resolutions and indentures of the District. A copy of the proposed budget shall be supplied to each member of the Board of Directors as far in advance of the meeting where the budget is to be adopted as may be possible.

M.⁸ All formal corporate action of the District and the execution of legal documents for and on behalf of the District may be executed in the name of the District, signed by the Chair or one of the Vice Chairs, and attested by the Secretary or Assistant Secretary with the corporate seal of the District attached.

N. The corporate seal of the District shall consist of two concentric circles around which shall be inscribed the name of the District and the location of its principal place of business and in the center of which shall be the words "Corporate Seal."

O.⁹ The Board may provide that any standing or special committee be a Committee of the Whole, whereupon such committee shall conduct itself as a Committee of the Whole consisting of all Directors of the Board for such meeting, meetings or duration as the Board may provide.

II.¹⁰ CHAIR OF THE BOARD

The Chair shall:

- A. Preside at all meetings of the Board of Directors.
- B. Direct the Secretary or Assistant Secretary to call all special meetings of the Board of Directors at such time and place as may be deemed proper, subject to the limitation hereinafter set forth in these By-Laws.
- C. Sign and execute, on behalf of the District, papers and documents pertaining to the business of the District pursuant to the authority of the Board of Directors.
- D.¹¹ Be an ex-officio member of all committees, both standing and special, and may attend any or all committee meetings. The Chair shall be without vote, however, on such committees except if said committee is a Committee of the Whole, in which case the Chair shall have the same vote as other members.
- E. Perform such other duties as are usually incident to such office.

⁷ Paragraph L, Section I, amended as of December 19, 1985, by Resolution No. 85-168; and December 4, 1987, by Resolution No. 87-182.

⁸ Paragraph M, Section I, amended as of December 19, 1985, by Resolution No. 85-168.

⁹ Paragraph O, Section I, amended as of September 12, 2003, by motion.

¹⁰ Section II amended as of December 19, 1985, by Resolution No. 85-168.

¹¹ Paragraph D, Section II, amended as of September 12, 2003, by motion.

III.¹² VICE CHAIRS

A. The First Vice Chair shall perform all the duties that devolve upon the Chair in the event of the disability or absence of the Chair, and to perform such other duties as are usually incident to such office.

B. The Second Vice Chair shall perform all of the duties that devolve upon the First Vice Chair in the event of the disability or absence of the First Vice Chair, and perform such other duties as are usually incident to such office.

IV.¹³ TREASURER

The Treasurer shall:

A.¹⁴ Be responsible for the moneys, after deposit of the same to the credit of the District in duly designated depository banks of the District, and securities belonging to said District.

B. Furnish and maintain a corporate surety bond, in an amount specified by law, which bond shall be satisfactory in form and with sureties approved by the Board. Said bond, as thus approved, shall be filed with the Secretary of State.

C. Pay out the moneys of the District by check or other instrument in writing or by electronic fund transfer when so authorized or empowered by the Board of Directors. All checks, drafts, warrants or other instruments in writing and all electronic fund transfers for the expenditure of the funds of the District shall be signed or executed, respectively, by the Treasurer, Assistant Treasurer, or such other officer, employee, or agent of the District as shall be authorized by the Treasurer and approved by the Directors to sign or execute on the Treasurer's behalf, provided, however, that no such checks, drafts, warrants, or other instruments in writing or electronic fund transfers for the disbursement of the funds of the District shall be honored by the Treasurer except and only if such other person shall have been (a) authorized in writing, filed with the Secretary of the District, to execute such checks, drafts, warrants, or other written instruments of disbursements or electronic fund transfers, and (b) that such other person shall have filed with the Secretary, and had approved by the Directors, as provided by law, a surety bond as provided by law.

D. Account to the Board of Directors for such funds in such manner and at such times as the Board of Directors may request.

E. Perform such other duties as are usually incident to such office or may be required by the Board of Directors.

¹² Section III amended as of December 19, 1985, by Resolution No. 85-168.

¹³ Section IV amended as of March 14, 1997, by motion.

¹⁴ Paragraph A, Section IV, amended as of July 14, 1989, by Resolution No. 89-117.

V.¹⁵ ASSISTANT TREASURER

An Assistant Treasurer shall be selected by the Treasurer of the District and subject to confirmation of such appointment by the Board of Directors. In the event of the absence, incapacity or disability of the Treasurer, the Assistant Treasurer shall perform the duties of Treasurer. The Assistant Treasurer shall also perform such other duties as may be required by the Treasurer or by the Board of Directors.

VI.¹⁶ SECRETARY

The Secretary shall:

A. Give notice of all special meetings of the Board of Directors and of any committee meetings which may be called.

B. Keep full, accurate, and complete minutes of the proceedings of all of the meetings of the Board of Directors.

C. Notify the several officers of the District of all action taken by the Board or any of its committees concerning matters in their respective departments.

D. Perform such other duties as are usually incident to such office or may be required by the Board of Directors and furnish any surety bond as may be deemed necessary by the Board of Directors.

E. Authorize, but only with the approval of the Board of Directors, employees of the District in addition to the Assistant Secretary to certify or attest, or both, actions or documents of the District and to use the Seal therefor.

VII.¹⁷ ASSISTANT SECRETARY

An Assistant Secretary shall be appointed by the Secretary of the District subject to confirmation of such appointment by the Board of Directors. The Assistant Secretary shall be an existing employee of the District, as designated by District management to serve in such role, and may perform any duties identified in Section VI herein, as assigned at the discretion of the Secretary. In the event of the absence, incapacity or disability of the Secretary, the Assistant Secretary shall perform the duties of the Secretary identified in Section VI herein and such other duties as may be directed by the Board of Directors.

¹⁵ Section V amended as of March 14, 1997, by motion.

¹⁶ Section VI amended ^{as} of March 14, 1997, by motion.

¹⁷ Section VII amended as of March 14, 1997, by motion; and December 13, 2018, by motion.

VIII.¹⁸ PRESIDENT

There is hereby established the office of President. The President shall be a competent electric utility executive who shall be appointed by the Board of Directors.

The President shall advise and consult with the Board of Directors on all matters pertaining to the operation of the District, and shall be the chief executive officer of the District in enforcing the legislative action of the Board of Directors. Monthly written reports of the operations of the District shall be filed with the Secretary or Assistant Secretary in such detail and at such times as the Board of Directors may direct. The President shall have general supervision and control over all employees of the District except as otherwise provided in these By-Laws, by resolution of the Board or by contracts of the District. The President shall, at all times, for the benefit of the District, keep effective a fidelity bond in the amount of not less than \$25,000, the premium on which shall be paid by the District. Such bond may be part of the blanket fidelity bond covering all employees of the District.

The powers and duties of the President shall be further defined by specific resolution of this Board relating to the President.

The President shall by written notification to the Board of Directors and to the Assistant Secretary recommend a person to serve as Interim President in the event the President is unable to fulfill and discharge the functions, powers and duties of that office as a result of death, disability or resignation of the President, and such person shall serve as Interim President until the President is able to resume the powers and duties of the Office or the Board of Directors appoints a successor President.

IX.¹⁹ INTERNAL AUDIT SERVICES

The District shall have an Internal Audit Services Department under the direction of the Chief Audit and Ethics Officer. The Chief Audit and Ethics Officer shall be selected by the Board of Directors upon recommendation of the Audit and Compliance Committee. The Audit and Compliance Committee and the President shall identify for the Chief Audit and Ethics Officer the District's priorities concerning the activities of the Internal Audit Services Department. The President shall provide administrative oversight of the Chief Audit and Ethics Officer. The Chief Audit and Ethics Officer shall report to the President regarding the activities of the Internal Audit Services Department. The Chief Audit and Ethics Officer shall make written reports to the Audit Committee and the Board of Directors in such detail and at such times as they shall direct.

¹⁸ Section VIII amended as of December 19, 1985, by Resolution No. 85-168; August 5, 1994, by Resolution No. 94-163; and March 14, 1997, by motion.

¹⁹ Section IX amended as of September 29, 1977, by Resolution No. 77-239; December 19, 1985, by Resolution No. 85-168; December 4, 1987, by Resolution No. 87-182; March 2, 1990, by Resolution No. 90-52; January 3, 1991, by Resolution No. 91-1; March 14, 1997, by motion; December 14, 2000, by Resolution No. 00-137; and March 9, 2012, by motion.

X.²⁰ GENERAL COUNSEL

The Board of Directors shall select some attorney at law experienced in the field of public corporation utility law as General Counsel to the District. General Counsel shall have general charge and supervision of the legal affairs of the District subject at all times to the control of the Board of Directors; shall prosecute and defend in the name of the District such actions and legal proceedings as arise in the course of the conduct of the affairs of the District; and shall act as legal advisor to the District acting through the Board of Directors, the officers, President and staff of the District. The President shall provide administrative oversight of the General Counsel's office and shall identify for the General Counsel the District's priorities concerning the General Counsel's representation of the District. The General Counsel shall report to the President upon the administration of the legal affairs of the District. The General Counsel shall also attend all meetings of the Board of Directors, and prepare opinions upon matters of law affecting the affairs of the District, and present the same directly to the Board of Directors.

XI.²¹ MEETINGS

A.²² Regular meetings of the Board of Directors shall be held at the principal place of business of the District in Columbus, Nebraska, on the dates designated by the Board of Directors at the beginning of each calendar year, except that, by special order of either the Board of Directors or the Chair of the Board, said regular meetings may be held on other dates or at other locations.

B.²³ The Chair shall have the power to call, or upon the written request of any two members of the Board of Directors, the Chair shall cause to be called a special meeting of said Board on the day and hour requested by such members, or so soon thereafter as practicable and to be held at any location specified in the call.

C.²⁴ Notice of regular or special meetings of the Board of Directors shall be given as required by law.

D.²⁵ The Chair shall have the power to call, or upon written request of any one member of any committee the Chair of the District shall cause to be called, a meeting of a committee at any requested day or hour or so soon thereafter as practicable.

E. Notice of meetings of any committee shall be brought to the attention of each member of such committee in adequate time for them to attend.

²⁰ Section X amended as of December 19, 1985, by Resolution No. 85-168; December 4, 1987, by Resolution No. 87-182, and March 14, 1997, by motion.

²¹ Section XI amended as of September 29, 1977, by Resolution No. 77-239.

²² Paragraph A, Section XI, amended as of December 19, 1985, by Resolution No. 85-168.

²³ Paragraph B, Section XI, amended as of December 19, 1985, by Resolution No. 85-168.

²⁴ Paragraph C, Section XI, amended as of December 19, 1985, by Resolution No. 85-168.

²⁵ Paragraph D, Section XI, amended as of December 19, 1985, by Resolution No. 85-168.

F.²⁶ A majority of the members of the Board of Directors shall constitute a quorum at all regular or special meetings of the Board. Except as otherwise provided by statute or these By-Laws, all actions of the Board of Directors shall require the approval of a majority of the Directors casting votes for or against the proposed action. For purposes of determining the requisite majority, abstentions and failures to vote for or against the proposed action shall not be counted as votes cast.

G.²⁷ All meetings of the Board of Directors, and all meetings of standing or special committees of the Board, shall be governed by the American Institute of Parliamentarians Standard Code of Parliamentary Procedure, 2012 edition.

XII. AMENDMENTS

These By-Laws may be suspended or amended by the affirmative vote of eight members of the Board at a regular meeting or duly called special meeting thereof.

XIII. REPEALING PREVIOUSLY ADOPTED BY-LAWS

The following resolutions adopting and amending By-Laws are hereby rescinded:

Resolution No. 432, adopted December 10, 1946
Resolution No. 432-A, adopted August 28, 1959
Resolution No. 432-B, adopted June 25, 1965
Resolution No. 432-C, adopted February 24, 1967

XIV.²⁸ INDEMNIFICATION

If any legal action shall be brought against any person who is or was a director, officer or employee, based upon the negligent error or omission of such person while in the performance of such person's lawful duties, the District shall defend such person and shall pay any final judgment rendered against such person in the action. To the extent not covered by any liability insurance policy, or policies, each such person who is or was a director, officer, or employee of the District, shall be indemnified and held harmless by the District, to the full extent permitted or authorized by law, for any costs, charges, expenses, attorneys fees, settlements approved by the District, and judgments, which may be imposed upon or incurred by each such person, arising by reason of any act or omission in any manner relating to the performance, attempted performance, or failure of performance of such person's official duties as such director, officer, or employee. Neither the District nor any insurance company shall have any right of restitution or subrogation against any such director, officer, or employee.

²⁶ Paragraph F, Section XI, added as of March 4, 1988, by Resolution No. 88-38.

²⁷ Paragraph G, Section XI, added as of March 28, 1974, by Resolution No. 74-49; renumbered from Paragraph F to Paragraph G as of March 4, 1988, by Resolution No. 88-38; amended as of March 14, 1997, by motion; March 12, 2010, by motion; and December 12, 2019, by motion.

²⁸ Section XIV added as of August 24, 1979, by Resolution No. 79-109; and amended as of September 27, 1985, by Resolution No. 85-129.