

**BY-LAWS
OF
WORLD MUMMY STUDIES SOCIETY**

ARTICLE I

NAME

The name of the Corporation is World Mummy Studies Society (the “Corporation”). It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the “Code”), as an organization described in Section 501(c)(3) of the Code.

ARTICLE II

OFFICES

Section 2.1 Corporate Office. The principal office of the Corporation shall be located at Department of Radiology and Radiological Sciences, Vanderbilt University Medical Center, 1211 Medical Center Drive, VUH 1145, Nashville, Tennessee 37212, County of Davidson. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (the “Act”) may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSE AND USE OF FUNDS

Section 3.1 Purpose. The Corporation is organized exclusively charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code, including the education of students and professionals involved in research, and promoting

social welfare by providing tools and resources to reduce the burdens of government through educating and investigating, ethically, what can be learned from mummified individuals from past populations, further promoting the knowledge of disease in the past and the present (the “Charitable Purposes”); the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity; the retention, administration and investment of such property in accordance with the terms of this Charter and the Corporation’s By-laws; and the use of such funds and property for the Charitable Purposes. However, in no event shall any gift or bequest of property be received or accepted in such manner as to require the disposition of its income or principal for other than Charitable Purposes.

Section 3.2 Use of Funds. In making distributions to effectuate the charitable, scientific, and educational purposes of the Corporation, as delineated in Section 3.1 above, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable federal tax laws and regulations, as herein provided. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its Directors or officers or any other private person, except as provided in Section 5.11, Section 6.10 and Article XI as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the Charitable Purposes of the Corporation, as set forth in the Charter and Section 3.1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3.3 Administration of Funds. In the event the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Corporation (a) shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code; (d) shall not make any investments in a manner that would incur tax liability under Section 4944 of the Code; and (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

Section 3.4 Termination of Corporation. The Board of Directors shall have the authority to terminate the Corporation at any time that, by a unanimous vote, it deems such termination appropriate or advisable. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and

unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for Charitable Purposes. Any assets not so distributed shall be distributed to one or more Qualified Beneficiaries, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such Charitable Purposes, or to such Qualified Beneficiaries, as such court shall determine.

ARTICLE IV

MEMBERS

Section 4.1 Members. The Corporation shall have one (1) class of members who shall be individual persons, with annual dues to become due at such time and such amounts as determined by the Board, depending to such subclassification of Members as determined by the Board. Such annual dues may be redetermined from time to time by the Board. The initial subclassifications of Members and the annual dues are as follows:

- Qualifying Country (based on the “Qualifying Country” list published by the Paleopathology Association of America) and student status: \$15 (USD)
- Qualifying Country and contingent occupational status: \$30 (USD)
- Qualifying Country and stable occupational status: \$45 (USD)
- Regular student status: \$40 (USD)
- Regular contingent occupational status: \$65 (USD)
- Regular stable occupational status: \$75 (USD)

Membership in the Corporation shall be open to all students and professionals with developing or existing expertise in an affiliated discipline of the Corporation who (a) can provide two references from existing Members, or alternatively, (b) appeal directly to the Board for admission as a Member. Other qualification or criteria for membership may be required as determined by the Board from time to time. Each person may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article IV but does not grant any ownership rights in or distribution rights from the Corporation. Qualifications for Regular Member Reduced Fee and Qualifying Country Members are as defined on the organization website may be reviewed on the Corporation’s website. No Member may transfer a membership and all rights of membership cease upon the Member's death.

Section 4.2 Meetings. The Members shall be meet every three (3) years at a time and place fixed by the Board of Directors. At any such meeting when a member of the Board of Directors term as expired, the Members shall elect the Directors to fill the seat of any such Director whose term expires during such year and transact such other business as may come before the meeting.

Section 4.3 Special Meetings. Special meetings of the Members may be called by ten percent (10%) of the existing Members or by the Board of Directors. The Chairman shall fix the time and place, either within or without the State of Tennessee, of any special meeting.

Section 4.4 Notices. Notice of any special meeting shall be given at least five (5) business days prior thereto. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Members must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

Section 4.5 Quorum. A majority of the total number of Members shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 4.6 Participation in Meeting. Each Member shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Members. The affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members absent from any meeting shall be permitted to vote at such meeting by written proxies. The Corporation may conduct meetings, and Members may participate in meetings, by any means of remote communication provided such meeting and the conduct thereof is in compliance with Section 48-57-109 of the Act; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Board of Directors shall be promptly furnished a copy of the minutes of the meetings of the Members.

Section 4.7 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Members may be taken without a meeting if all Members consent in writing to taking such action without a meeting. If all Members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Members. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each Member entitled to vote on the action, indicating each signing Member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Members. A consent signed under this Section shall have the same force and effect as a meeting vote of the Members and may be described as such in any document.

Section 4.8 Presumption of Assent. A Member of the Corporation who is present at a meeting of the Members shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the

secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 4.9 Resignation. A Member may withdraw as a Member at any time by tendering his or her withdrawal in writing to the Board of Directors. A withdrawal shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the withdrawal by the Corporation at its principal place of business. A withdrawing Member shall not be entitled to a return of any dues paid to the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these By-Laws. The Board of Directors, as the governing body of the Corporation, shall have the authority to receive, administer, invest and distribute property on behalf of the Corporation in accordance with the provisions set forth in these By-Laws.

Section 5.2 Number, Tenure, and Qualifications. The number of the members of the Board of Directors shall be not less than three (3) nor more than ten (10). However, the number of Directors may be increased or decreased from time to time by the Board of Directors by amendment of these By-Laws, but no decrease shall have the effect of shortening the term of an incumbent Director or reducing the number of Directors below three (3). The initial number of Directors shall equal seven (7). The initial members of the Board of Directors shall be appointed by the Incorporator(s) for initial terms ending on August 31, 2031. For all Directors other than those serving their initial terms, the terms shall be for six (6) years. Each Director shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. A retiring Director may succeed himself or herself. Directors shall be natural persons who have attained the age of twenty-one (21) years but need not be residents of the State of Tennessee.

Section 5.4 Meeting. The meetings of the Board of Directors shall be held within or without the State of Tennessee on the last business day of the fifth (5th) month following the close of the Corporation's fiscal year, or at such other time and date following the close of the Corporation's fiscal year as shall be determined by the Board

of Directors. The purpose of the annual meeting shall be to appoint officers and transact such other business as may properly be brought before the meeting.

Section 5.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, or at the request of any Director. The Chair shall fix the time and place, either within or without the State of Tennessee, of any special meeting.

Section 5.6 Notices. Notice of any special meeting shall be given at least five (5) business days prior thereto. 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 was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

Section 5.7 Quorum. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.8 Participation in Meeting. Each Director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members of the Board of Directors absent from any meeting shall be permitted to vote at such meeting by written proxies. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.

Section 5.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board of Directors or committee. A consent signed under this Section shall have the same force

and effect as a meeting vote of the Board of Directors, or any committee thereof, and may be described as such in any document.

Section 5.10 Vacancies. Any vacancy occurring in the Board of Directors, including vacancies created by the removal of Directors without cause or for cause, may be filled for such Director's remaining term by the affirmative vote of a majority of the remaining Directors in office. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. If a vacancy is not filled within ninety (90) days of the event which resulted in there being fewer Directors than required by the Charter or By-Laws, any Director may apply to a court having equity jurisdiction in the county in which the Corporation has its principal office to have such court appoint a sufficient number of Directors so that the Corporation will have the number of Directors required by its Charter or By-Laws, whichever number is greater. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors.

Section 5.11 Compensation and Reimbursement of Expenses. Each Director may be paid his or her reasonable lodging expenses incurred by the Director directly related to the affairs of the Corporation upon prior approval by the Board of Directors and proper substantiation of such expenses.

Section 5.12 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.13 Removal. Any or all of the Directors may be removed for cause or without cause by vote of two-thirds (2/3) of the total number of the voting Directors in office. Removal of a Director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board of Directors.

Section 5.14 Resignation. A Director may resign his or her membership at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

ARTICLE VI

OFFICERS

Section 6.1 Number. There shall be a Chair and a Secretary of the Corporation, each of whom shall be elected in accordance with the provisions of this Article. The Board of Directors may also elect one (1) or more Vice-Chairs, a Treasurer, Secretary and such other assistant officers as the Board of Directors may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except for the offices of Chair and Secretary.

Section 6.2 Election and Term of Office. The initial officers of the Corporation shall be those initially elected by the Board of Directors and such officers shall serve until August 31, 2031. Thereafter, such officers shall serve for such terms as determined by the Board of Directors and shall be appointed by the Board of Directors. Each officer shall hold office for such term and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself in his or her office.

Section 6.3 Chair of the Board - The Chair shall be chosen from among the members of the Board of Directors and be designated the chief executive officer of the Corporation, be primarily responsible for the general management of the business affairs of the Corporation and for implementing the policies and directives of the Board of Directors, preside at all meetings of the Board of Directors, admit Members to the Corporation and make determinations with respect to the subclassification of Members, and perform such other duties as from time to time may be assigned by the Board of Directors. The Corporation shall have such other vice-chairpersons as elected by the Board of Directors from time to time and with such duties as defined by the Board of Directors.

Section 6.4 Secretary. The Secretary shall keep the minutes of the proceedings 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 By-Laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Corporation under its seal; keep a register of the post office address of each member of the Board of Directors, which address shall be furnished to the Secretary by each Director; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Chair or by the Board of Directors.

Section 6.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and

deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; disburse the funds of the Corporation in accordance with the directives of the Board of Directors, taking proper vouchers for such disbursements, and render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an accounting of all the transactions of the Treasurer and of the financial condition of the Corporation; and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Chair or by the Board of Directors.

Section 6.7 Removal. Any member of the Board of Directors removed from office pursuant to Section 5.13 shall be automatically removed as an officer. The Board of Directors may by a two-thirds (2/3) vote remove any officer when, in its judgment, the best interests of the Corporation will be served thereby.

Section 6.8 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 6.9 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 6.10 Salaries and Expenses. The officers of the Corporation shall not be entitled to compensation. Reasonable expenses incurred by all of the officers and the Board of Directors in the course of coordinating the affairs of the Corporation shall be reimbursed by the Corporation upon proper substantiation.

ARTICLE VII

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 7.1 Appointment of Executive Committee. The Board of Directors, by resolution adopted by a majority of its voting members, may designate three (3) or more of its members to constitute an Executive Committee. Each member of the Executive Committee shall hold office until the next annual meeting of the Board of Directors following his or her designation and until his or her successor has been appointed and qualified. The designation of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 7.2 Authority of Executive Committee. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee or by these By-Laws. All action taken by the Executive Committee shall be subject to ratification by the Board of Directors. However, the Executive Committee shall not have the authority of the Board of Directors with respect to filling any vacancy on the Board of Directors; amending or repealing any resolution of the Board of Directors which by its express terms is not so amendable or repealable; amending or repealing the Charter or the By-Laws of the Corporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all the property and assets of the Corporation other than in the usual and regular course of its business; or voluntarily dissolving the Corporation or revoking a voluntary dissolution.

Section 7.3 Meetings of Executive Committee. Regular meetings of the Executive Committee may be held at such times and places as the Executive Committee may from time to time fix by resolution. Special meetings of the Executive Committee may be called by any member upon a concurrence of a majority of the members of the Executive Committee upon not less than three (3) business days' notice prior thereto. The notices provided for in this Section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting.

Section 7.4 Quorum of Executive Committee. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present.

Section 7.5 Action of Executive Committee Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting in accordance with the provisions of Section 5.9 of these By-Laws.

Section 7.6 Executive Committee Procedure. The Executive Committee shall fix its own rules of procedure, provided such rules are not inconsistent with these By-Laws. The Executive Committee shall keep regular minutes of its proceedings and report its proceedings to the Board of Directors for its information at the next meeting of the Board of Directors held after such proceedings.

Section 7.7 Vacancies, Resignation and Removal. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the voting members of the Board of Directors. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the voting members of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the

Chair or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.8 Standing Committees. The Board of Directors may maintain such standing committees as it may determine from time to time to be necessary or desirable for its proper functioning. Such committees shall consist of three (3) or more members, shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these By-Laws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board of Directors, which shall ratify the actions of each committee. The Chair, or his or her designee, shall serve on each committee as an ex-officio member. Such standing committees shall have such authority as the Board of Directors may stipulate, except that no committee shall have the authority of the Board of Directors with respect to those matters delineated in Section 5.2 above.

Section 7.9 Ad Hoc Committees. The Chair, with the approval of the Board of Directors as evidenced by resolution, may from time to time create such ad hoc committees as the Chair believes necessary or desirable to investigate matters or advise the Board of Directors. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board of Directors. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board of Directors.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

Section 8.1 Contracts and Employment of Agents. The Board of Directors may authorize any Director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositaries as the Board of Directors may from time to time select.

Section 8.5 Investment Authority. The Board of Directors shall be authorized to retain assets distributed to the Corporation, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board of Directors shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation.

ARTICLE IX

STANDARDS OF CONDUCT

Section 9.1 Standards of Conduct. A Director or an officer of the Corporation shall discharge his or her duties as a Director or as an officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

Section 9.2 Reliance on Third Parties. In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence; or

(c) With respect to a Director, a committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director or officer reasonably believes the committee merits confidence.

Section 9.3 Bad Faith. A Director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted.

Section 9.4 No Liability. A Director or officer is not liable for any action taken, or any failure to take action, as a Director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 9.4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 9.5 No Fiduciary. No Director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 9.6 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its Directors or officers. Any Director who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE X

CONFLICTS OF INTEREST

Section 10.1 General. A conflict of interest transaction is a transaction with the Corporation in which a Director or officer of the Corporation has a direct or indirect interest. A Director or officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction in another entity in which the Director or officer has a material interest, or of which the Director or officer is a general partner, director, officer, or Director. A conflict of interest transaction is not voidable, or the basis for imposing liability on the Director or officer, if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 10.2.

Section 10.2 Manner of Approval. A transaction in which a Director or officer of the Corporation has a conflict of interest may be approved if:

(a) The material facts of the transaction and the interest of the Director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or

(b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 10.3 Quorum Requirements. For purposes of Section 10.2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors, or of a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single Director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 10.2(a) if the transaction is otherwise approved as provided in Section 10.2.

ARTICLE XI

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 11.1 Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the

Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a Director or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a Director or officer of the Corporation; and

(b) The Director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or officer did not meet the standard of conduct herein described.

Section 11.2 Permissive Indemnification of Employees and Agents. The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 11.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subsection 11.1(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these By-Laws, by contract, or by general or specific action of the Board of Directors.

Section 11.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 11.1 and 11.2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these By-Laws, by the purchase and maintenance by the Corporation of insurance on behalf of a Director, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 11.4 Non-Limiting Application. The provisions of this Article XI shall not limit the power of the Corporation to pay or reimburse expenses incurred by a Director, officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 11.5 Prohibited Indemnification. Notwithstanding any other provision of this Article XI, the Corporation shall not indemnify or advance expenses to or on behalf of any Director, officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

(a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Corporation, or for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or

(c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 11.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article XI, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XII

NOTICES AND WAIVER OF NOTICE; EXECUTION OF DOCUMENTS

Section 12.1 Notices and Waivers of Notices. The notices provided for in these By-Laws shall be communicated in person, by telephone, telegraph, teletype, or by mail, email, or private carrier. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, (d) on the date of the “read receipt” if delivered by email to the recipient’s proper email address, or (e) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. No party may object to receipt of notice or a signature or instrument by reason of the use of a facsimile machine or email to deliver a notice or a signature for the sole reason that such item was delivered by facsimile machine or email. Whenever any notice is required to be given to any Director, officer, or committee member of the Corporation under the provisions of the Charter, these By-Laws, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 12.2 Execution of Documents. Any action or other instrument requiring the signature of a Member or Director may, in addition to all other permitted methods, be executed and delivered by electronic mail in portable document format (“PDF”) and/or via DocuSign and any signature so received via electronic mail in PDF and/or via DocuSign shall be deemed to be the signature of the subject party.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE XIV

AMENDMENTS

These By-Laws and the Charter may be altered, amended, or repealed, and a new Charter or By-Laws adopted, upon the affirmative vote of two-thirds (2/3) of the Board of Directors at any annual or special meeting, except to the extent that such alteration, amendment, or repeal is inconsistent with Article XV hereof.

ARTICLE XV

EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. The Corporation intends to apply for recognition of its exempt status by filing Internal Revenue Service Form 1023 within the time prescribed under Section 508 of the Code and Treasury Regulation Section 1.508-1(a)(2). Any provision of these By-Laws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

These By-Laws are adopted and shall be effective this _____ day of _____, 2025.

Katherine Van Schaik, M.D., Ph.D., Incorporator