

**BYLAWS**  
**of**  
**Association For Bioskills Laboratory Excellence, ABLE**  
**a Nevada nonprofit corporation**  
**as amended, January 1, 2025**

**ARTICLE I – OFFICES**

1.01 Business Offices. The principal office of the Association For Bioskills Laboratory Excellence, ABLE, a Nevada nonprofit corporation (the “Corporation”), in the State of Nevada shall be located at 4100 W. Flamingo Road, Suite 1000, Las Vegas NV 89103 The Corporation may have such other offices, either within or outside Nevada, as the board of directors may designate or as the business of the Corporation may require from time to time.

1.02 Registered Office. The registered office of the Corporation required by the Corporation laws of the State of Nevada to be maintained in Nevada shall initially be located at the principal office of the Corporation set forth above. The address or location of the registered office may be changed from time to time by the board of directors.

1.03 Alternate Name. The alternate name of the Corporation shall be “Association for Bioskills Laboratory Excellence (“ABLE”).)

**ARTICLE II – PURPOSES**

2.01 Purposes. This Corporation is organized and shall be operated as a nonprofit trade association , within the meaning of 501(c)(6) of the Internal Revenue Code of 1986, including the specific purposes to (i) organize and hold meetings and conferences for the healthcare training industry and related fields; (ii) enhance communication among and promote issues, standards, and practices that are beneficial to bioskills laboratory professionals and biomedical industry professionals; (iii) promote the interests of bioskills facilities and professionals; (iv) establish standards of quality for bioskills facilities and operations; (v) establish policy positions on major issues that affect Members of ABLE; and (vi) represent the interests of Bioskills Facilities and professionals before federal, state and local government bodies. (vii) Act as an educational resource for members, industry professionals, and general public.

2.02 Tax Status of the Organization. Notwithstanding any other provisions of these Bylaws, ABLE shall not carry on any activities not permitted to be carried on by an entity exempt from federal income taxes under Sections 501(c)(6) of the Internal Revenue Code.

2.03 Powers. In furtherance of the purposes set forth above, this Corporation shall have all of the powers of such nonprofit corporations that are now or hereafter may be authorized and granted by law, and all powers necessary and convenient for the accomplishment of its purposes, including without limitation the following powers:

(a) To organize and hold meetings, trainings, and conferences for the bioskills, industry and related fields, including technical trainings for Bioskills professionals

(b) To promote issues, standards and best practices that are beneficial to bioskills laboratory professionals and biomedical industry professionals.

(c) To organize the administration and operating activities convenient to the healthcare training industry and related fields.

(d) To make donations, and lend financial and other support, in keeping with corporate purposes, to organizations that qualify as corporations or foundations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of subsequent federal income tax laws.

(e) To purchase, take, receive, lease or otherwise acquire, hold, improve or use or otherwise deal in real or personal property wherever situated, but solely for the purposes for which this Corporation is organized.

(f) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or that may at any time appear conducive to or expedient for the furtherance of this Corporation and to do said acts as fully and to the same extent as natural persons might, or could do in any part of the world as principals, agents, partners, directors or otherwise, either alone or in conjunction with any other persons, associations or corporations.

(g) In general, to exercise all of the powers of nonprofit corporations as provided in the statutes of the State of Nevada.

(h) The foregoing clauses in this Article II shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation in the enjoyment and exercise thereof as conferred by the laws of the State of Nevada. The purposes, objects and powers specified in each of the paragraphs or subparagraphs of this Article II shall be regarded as independent purposes, objects and powers.

2.04 Limitations. Notwithstanding anything in these Bylaws to the contrary:

(a) The Corporation may not bind any member or director in his or her individual capacity to any arrangement affecting that member's or director's legal or contractual rights without the consent of such member or director.

(b) The Corporation may not, without the consent of a member or director, appropriate in any way or divest such member or director of any right or property belonging to such member or director, including without limitation the name or likeness of a member or director.

(c) This Corporation is not organized or operated for pecuniary profit. No funds of the Corporation shall inure to the benefit of, or be distributable to, its officers or directors, or to any of its members, or to any other individual or entity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(d) No substantial part of the activities of the Corporation shall involve carrying on propaganda, or otherwise attempting to influence legislation except as allowed under Section 501(h) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal income tax laws. Likewise, no substantial part of the activities of the Corporation shall consist of participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(e) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal income tax laws, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of future federal income tax laws.

(f) In any year in which the Corporation may be treated for federal income tax purposes as a private foundation, (i) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of subsequent federal tax laws; (ii) the Corporation shall distribute its income for such taxable year at such time so as not to become subject to tax under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; (iii) the Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; (iv) the Corporation shall not make any investment so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws.

### ARTICLE III – MEMBERS

3.01 Memberships. Membership terms shall be for one year (365 days) from the registration date. Membership in the Corporation shall consist of certified institutional members, institutional members, regular members, affiliate members and associate members. The Corporation shall have no more than one class of voting members, which shall be regular members. Associate and Affiliate members shall not be eligible to vote. In all other respects the rights and obligations of regular associate and affiliate members shall be identical.

(a) Regular members shall consist of individuals who serve as owners, operators or employees of Bioskills Laboratories in the following categories: Tissue providers, Industry, University, and Private entities, each of which must own and/ or operate a Bioskills Laboratory. Owners, operators or employees of Bioskills Laboratories shall not suffer a change in membership status by virtue of change or loss in their involvement with a Bioskills Laboratory, unless or until they engage with another field, in which case they would not be eligible to renew membership at the end of their membership term. To the extent feasible, each category shall receive equal representation on the board. Each member must apply for, and be accepted to, regular membership by the board of directors. The board of directors shall have sole discretion in determining whether or not a particular individual shall be accepted as a regular member of the Corporation.

(b) Associate members shall consist of tissue providers, health care vendors, health care professionals and associations who do not meet the requirements of members yet support the mission of ABLE, and who apply for, and are accepted to, associate membership by the board of directors. The board of directors shall have sole discretion in determining whether or not a particular individual shall be accepted as an associate member of the Corporation.

(c) Institutional members shall consist of - Bioskills companies or organizations that 1) own and operate a Bioskills Laboratory facility; 2) commit to support the activities of ABLE and 3) seek public listing as an ABLE Institutional Member on the public facing media of ABLE, including its website. An institutional member pledges substantial compliance with the guidelines of ABLE. Institutional membership fees include three (3) regular memberships and their logo and organization listing on the ABLE website as an institutional member. Institutional members do not have a separate vote. The board of directors shall have sole discretion in determining whether or not a particular individual shall be accepted as an institutional member of the Corporation, and such membership may be suspended or revoked pursuant to a process determined by the board, in case of demonstrated non-compliance with ABLE guidelines.

(d) Certified Institutional members shall consist of institutional members who have been audited and found to be in good standing and compliance with ABLE standards.

(e) Affiliate members shall consist of organizations who do not own a Bioskills lab, but support the mission and vision of the ABLE

3.02 Qualification, Privileges and Election of Members. New members may be elected to membership at any time by resolution of the board of directors.

3.03 Applications for Regular Membership. Applications for membership in the Corporation shall be in writing and shall be made on a form prescribed by the Board of Directors and shall be filed with the Corporation. Notwithstanding the foregoing, applicants who are identified in the articles of incorporation of the Corporation shall not be required to submit written applications for membership in the Corporation.

3.04 Membership Contributions. The board of directors may establish such membership periodic contributions, initiation fees and other assessments, and such rules and procedures for the manner and method of payment, the collection of delinquent contributions, fees and assessments, and the proration or refund of dues and assessments in appropriate cases as the board of directors may deem necessary or appropriate. Unless otherwise provided by rules adopted for this purpose by the board of directors, a member whose financial obligations to the Corporation are delinquent for more than 30 days shall be suspended as a member, and a member whose financial obligations are delinquent for more than 60 days shall be terminated as a member.

3.05 Suspension and Termination of Membership. The board of directors may suspend or expel any member for cause. Any member that is suspended shall remain so until resolution of offense and reinstated by board of directors by a majority of vote.. During any period of suspension or termination a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote.

3.06 Transfer of Membership. Membership in the Corporation is not eligible for reassignment and nontransferable. Members shall not have equitable or ownership rights or interests of any kind in the assets of the Corporation.

3.07 Annual Meetings. The annual meeting of the membership of the Corporation shall be held each year, at the time of the Annual Bioskills Laboratory Symposium, or on such date and location as may be determined by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be held. Failure to hold an annual meeting as required by these Bylaws shall not invalidate any action taken by the board of directors or officers of the Corporation.

3.08 Special Meetings. Special meetings of the members of the Corporation, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the board of directors, and shall be called by the president at the request of the holders of not less than one-tenth of all of the members of the Corporation entitled to vote at the meeting.

3.09 Place of Meeting. Each meeting of the members of the Corporation shall be held at such place, either within or outside Nevada, as may be designated in the notice of meeting, or if no place is designated in the notice, at the principal office of the Corporation in the Las Vegas, Nevada area. Meetings, other than the annual meeting may be held telephonically or through electronic transmission, by any media that permits each participant to hear and be heard.

3.10 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, either personally or by first class, certified or registered mail, or by an electronic mail address provided by the Member for this purpose, by or at the direction of the president, or the secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to each member, at his address as it appears on the membership records of the Corporation, with postage thereon prepaid, but if three successive notices mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the Corporation. If requested by a person or persons, other than the Corporation, lawfully calling a meeting, the secretary shall give notice of such meeting at the expense of the Corporation. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person 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 is not lawfully called or convened.

3.11 Determination of Members. For the purpose of determining members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty days nor less than ten days before the date set for the meeting at which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of the members, the date on which the resolution of the board of directors directing that such meeting be held, or that such other action be taken, is adopted, as the case may be, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of the members has been made as provided in this section, such determination shall apply to any adjournment thereof.

3.12 Voting Record. The officer or agent having charge of the membership records of the Corporation shall make, at least ten days before each meeting of the members, a complete record of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. For a period of ten days before such meeting, this record shall be kept on file at the principal office of the Corporation, whether within or outside Nevada, and shall be subject to inspection by any member for any purpose germane to the meeting at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member for any purpose

germane to the meeting during the whole time of the meeting. The original membership records shall be prima facie evidence as to the identity of the members entitled to examine such records or to vote at any meeting of the members.

3.13 Proxies. There shall be no voting by proxy.

3.14 Quorum. Except as otherwise required by the laws of Nevada or by the articles of incorporation, the members present in person at the Annual Meeting, and those present in person and those attending telephonically or by other electronic means for other meetings shall constitute a quorum at each meeting of the members, and the affirmative vote of a majority of the members represented at a meeting at which a quorum is present and entitled to vote on the subject matter shall be the act of the members, except for the election of directors, which shall be by plurality. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed thirty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.

3.15 Voting of Members. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members at a meeting thereof or pursuant to Section 3.19 of these Bylaws. In the election of directors each member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected, and for whose election he has the right to vote. Cumulative voting shall not be permitted.

3.16 Voting by Certain Holders. A membership sponsored by a corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or in the absence of such provision, as the board of directors or similar governing body of such corporation may determine.

3.17 Committees. There shall be the following Standing committees of the Board, which shall be chaired by a Regular Member, but which may also consist of Regular, Associate and/or Affiliate Members:

- Symposium & Sponsorship Committee
- Communication & Website Committee
- Standards and Guidelines Committee
- Membership Committee
- Education Committee with subcommittee of Academia,
- Certification Committee

The Committee Chair and the Co-Chair shall be appointed by the Board of Directors or elected by the sitting committee members and proposed to the Board of Directors for approval. The committee chair shall organize meetings, establish annual goals, and provide monthly reports to the ABLE Board of Directors. In addition, the directors may from time to time establish one or more committees of members for any appropriate purposes and dissolve any such committee. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

3.18 Votes by Mail. If so determined by the board of directors, voting on any matters submitted to a vote of the members may be conducted by mail, including electronic mail. Any matter submitted to the members for a vote by mail shall be mailed to each member. The mailing shall set forth the date by which ballots are required to be returned. On any such matter the number of ballots returned shall be considered in determining the presence of a quorum, and the decision of a majority of the members voting on the question shall be the decision of the members.

3.19 Action without a Meeting. Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting and without notice if authorized by a consent in writing, setting forth the action so taken, signed by members holding at least a majority of the voting power of the Corporation with respect to the subject matter thereof; provided, however, that if any greater proportion of the voting power would be required for such action at a meeting, then such greater proportion of written consents shall be required. Such consent (which may be signed in counterparts) shall have the same force and effect as a vote of the members at a meeting of the members duly called for such purpose, according to notice, and may be stated as such in any articles or document filed with the office of the Secretary of State of Nevada, pursuant to the Corporation laws of the State of Nevada, or with any other governmental agency.

#### **ARTICLE IV – TERMINATION OF MEMBERSHIP**

4.01 Involuntary Termination. The membership of any member (whether such member is a regular, associate, affiliate, institutional member, or certified Institutional member) may be terminated by the Corporation if the member:

(a) Is in violation of these Bylaws or any lawful rule, practice, guideline or standard duly adopted by the Corporation; or

(b) Participated in, or is involved in, any conduct prejudicial to the interests of the Corporation.

Upon the complaint of any member, which must be submitted in writing and signed by the accusing party, the board of directors shall review the membership status of any member. The member complained of shall be afforded an opportunity to examine all the information considered by the board of directors and to comment thereon. If the board of directors determines that the

complained-of member's membership should be terminated, it shall prepare a report setting forth its recommended decision, and shall send the report to the Membership Committee, Certification Committee, and by registered or certified mail to the complaining member, to the complained-of member and notify each member of the board of directors. The complaining and complained-of members shall be afforded the opportunity to file a response to the report within such period of time as the board of directors may provide in each case. The board of directors shall review the report and any responses thereto, and shall make a final decision respecting the complained-of matter.

4.02 Review of Decision of Board of Directors. Any member that shall deem itself aggrieved by the decision of the board of directors to terminate its membership shall have the right to have such action reviewed de novo by an independent arbitrator, under the Commercial Arbitration Rules of the American Arbitration Association; provided that the right to arbitrate shall be exercised within 30 days of the decision of the board of directors, and at the cost of the complaining member.

4.03 Voluntary Suspension, Resignation and Reinstatement of Membership. Any member may, by written notice to the board of directors, voluntarily suspend for a fixed or indefinite period of time, or may terminate its membership in the Corporation. A voluntary suspension or resignation shall be effective on the date designated by the member, provided that all obligations of the member to the Corporation have been fulfilled to the date of voluntary suspension or termination. All rights, privileges and interests of such member in or to the Corporation shall cease upon the suspension or termination date.

## **ARTICLE V – BOARD OF DIRECTORS**

5.01 General Powers. The business and affairs of the Corporation shall be managed by its board of directors, except as otherwise provided in the Corporation laws of the State of Nevada, the articles of incorporation or these Bylaws.

5.02 Number and Qualifications of Directors. The number of Directors constituting the Board of Directors of this Corporation is nine (9) ; provided, however, that the Board of Directors may, at any meetings duly called according to notice, increase the number of such Directors to as few as one (1), and may decrease the number of such directors to as few as one (1). Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or impliedly by the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease.

Directors shall be elected to any vacant position at each annual meeting of the members; provided that if for any reason said annual meeting or adjournment thereof is not held, or directors are not elected thereat, then directors may be elected at any special meeting of the members called and held for that purpose. The term for each director shall begin immediately on election and shall serve for three years, provided that no director may be nominated to serve more than two consecutive three-year terms. No director who has served two consecutive three-year terms may be nominated to serve a third term unless one full year has passed since he or she last served as a director. The term of a director shall continue until the date set under these bylaws for the next annual meeting of the members and thereafter until his successor shall have been elected and

qualified, or until his earlier death, resignation or removal. Directors must be at least twenty-one years old but need not be residents of Nevada. Directors must, however, be regular members of the Corporation in good standing.

5.03 Nomination of Directors. Subject to the provisions of the articles of incorporation of the Corporation, nominations for the election of directors may be made by the board of directors or by any member entitled to vote for the election of directors, within a reasonable timeframe preceding the Annual Meeting, or any such meeting called for the election of directors, such timeframe to be determined by the Board. Such nominations shall be made in writing on a form provided by the Board of Directors, and shall be deemed given if given personally or mailed by first-class United States mail, postage prepaid, or electronically mailed to the Secretary of the Corporation not less than prior to the Annual Meeting or any meeting of the members called for the election of directors; provided, however, that if less than twenty-one (21) days' notice of the meeting is given to members, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the Corporation not later than the close of the seventh day following the day on which notice of the meeting was mailed to members. Notice of nominations that are proposed by the board of directors shall be given by the chairman or President on behalf of the board. Elections shall be held during a closed member meeting during the Symposium. Only members present at the meeting shall be entitled to vote for directors. There shall be no more than one representative from any one corporate entity serving simultaneously on the Board.

Each such notice shall set forth (i) the name and business address of each nominee proposed in such notice; and (ii) the principal occupation or employment of each such nominee.

The chairman of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if the chairman makes such a determination and declares it to the meeting, the defective nomination shall be disregarded.

5.04 Resignation of Directors. Any director may resign at any time by giving written notice to the president or to the secretary of the Corporation. The resignation of a director shall take effect at the time specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.05 Removal of Directors. As provided in the Articles of Incorporation of the Corporation, any director or the entire board of directors may be removed from office at any time, but only for cause. The removal of a Director shall require a vote of a majority of the remaining members of the Board of Directors and, in addition, a vote of the holders of a majority of the voting power of the Corporation at a meeting of the members of the Corporation called for that purpose.

5.06 Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and thereafter until his successor shall have been duly elected and qualified. A vacancy shall be deemed to exist in the event of the death, resignation or removal of any director, or if there are newly created directorships in any class resulting from any increase in the number of directors.

Any directorship to be filled by reason of an increase in the number of directorships shall be filled by the affirmative vote of a majority of the directors then in office or by an election at a meeting of the directors called for that purpose, and a director so chosen shall hold office until the next election of directors of the class for which such director was chosen, and thereafter until his successor shall have been elected and qualified.

5.07 Regular Meetings. A regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter, at the time and place, either within or outside Nevada, determined by the board of directors, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Nevada, for the holding of additional regular meetings. Each Director is required to attend no less than 75% of scheduled board meetings within 1 year, failure to do so will result in termination from the board of directors, while having no impact of regular membership within the association.

5.08 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place, either within or outside Nevada, for holding any special meeting of the board called by them.

5.09 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic or telegraphic notice, except that in the case of a meeting to be held pursuant to Section 3.14 of this Article telephonic notice may be given one day prior thereto. The method of notice need not be the same to each director. Notice shall be deemed to be given, if mailed, when deposited in the United States Mail, with postage thereon prepaid, addressed to the director at his business or residence address; if personally delivered, when delivered to the director; if telegraphed, when the telegram is delivered to the telegraph company; if telephoned, when communicated to the director. 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 meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute or by the articles of incorporation.

5.10 Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall 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.

5.11 Quorum and Voting. A majority of the number of directors fixed by Section 5.02, present in person, or by telephonic or other electronic means shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the 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. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

5.12 Compensation. Directors shall not receive compensation for their services as such, although by resolution of the board of directors any director may be reimbursed for expenses incurred by him in attending meetings, and a fixed sum for attendance at meetings. No such payment shall preclude any director from serving the Corporation in any capacity and receiving compensation therefor.

5.13 Executive and Other Committees. By one or more resolutions, the board of directors may designate from among its members an executive committee and one or more other committees, each of which to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for the meeting of any committee of the board shall be as established by the committee, or in the absence thereof, by the board of directors. Members and Associate Members may be appointed to Committees at the discretion of the Chair.

5.14 Meetings by Telephone. Unless otherwise provided by the articles of incorporation, members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

5.15 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof 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 or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members, and may be stated as such in any articles or documents filed with the office of the Secretary of State of Nevada pursuant to the Corporation laws of the State of Nevada, or with any other governmental agency.

## ARTICLE VI – OFFICERS AND AGENTS

6.01 Number and Qualifications. The officers of the Corporation shall be a president, a secretary and a treasurer. The board of directors may also elect or appoint such vice presidents and other officers, assistant officers and agents, including a chairman of the board, a controller, assistant secretaries, and assistant treasurers, as they may consider necessary. Any person may hold more than one office. All officers must be at least twenty-one years old.

6.02 Election and Term of Office. The officers of the Corporation shall be elected by the board of directors annually or as soon thereafter as may be conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation or removal.

6.03 Salaries. There shall be no salaries for any officer of the Corporation.

6.04 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

6.05 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

6.06 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

(a) President. The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) unless there is a chairman of the board, preside at all meetings of the members and the board of directors; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to him by the board of directors.

(b) Vice Presidents. Any vice presidents shall, in the order of seniority determined by the board of directors, or if no order of seniority is designated, in the order of their election, perform all duties incumbent upon the President at the request of the President or in the President's absence or inability or refusal to act, and in general perform all duties incident to the office of vice president and as from time to time may be assigned by the board of directors. Any vice presidents shall also have such other powers and shall perform

such other duties as may from time to time be prescribed by the board of directors, any committee of the board of directors, the chairman of the board or the president.

(c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the members, the board of directors and any committees of the board of directors; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records and of the seal of the Corporation; (iv) keep at the Corporation's registered office or principal place of business within or outside Nevada a record containing the names and addresses of all members of the Corporation; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Treasurer. The treasurer shall (i) be the principal financial officer of the Corporation and have the care and custody of all of its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors or the president. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

6.07 Surety Bonds. The board of directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

## ARTICLE VII – INDEMNIFICATION

7.01 Definitions. For purposes of this Article VII, the following terms shall have the meanings set forth below:

- (a) Action. Any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative;
- (b) Derivative Action. Any action by or in the right of the Corporation to procure a judgment in its favor;
- (c) Third Party Action. Any Action other than a Derivative Action; and
- (d) Indemnified Party. Any person who is or was a party or is threatened to be made a party to any Action by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including, without limitation, any employee benefit plan of the Corporation for which any such person is or was serving as director, plan administrator or other fiduciary.

7.02 Third Party Actions. The Corporation shall indemnify any Indemnified Party against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by him in connection with any Third Party Action if, as determined pursuant to 7.05 below, he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal Action, had no reasonable cause to believe his conduct was unlawful. The termination of any Third Party Action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that the Indemnified Party did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal Action, a presumption that the Indemnified Party had reasonable cause to believe that his conduct was unlawful.

7.03 Derivative Actions. The Corporation shall indemnify any Indemnified Party against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of any Derivative Action if, as determined pursuant to Section 7.05 below, he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person is or has been adjudged to be liable for gross negligence or intentional misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such Action was brought determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, such Indemnified Party is fairly and reasonably entitled to indemnification for such expenses as such court deems proper. If any claim that may be made by or in the right of the Corporation against any person who may seek indemnification under this Article VII is joined with any claim by any

other party against such person in a single Action, the claim by or in the right of the Corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct Derivative Action for purposes of this Article VII.

7.04 Success on Merits or Otherwise. If and to the extent that any Indemnified Party has been successful on the merits or otherwise in defense of any Action referred to in Section 7.02 or 7.03 of this Article VII, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith without the necessity of any determination that he has met the applicable standards of conduct set forth in Sections 7.02 or 7.03.

7.05 Determination. Except as provided in Section 7.04, any indemnification under Sections 7.02 or 7.03 (unless ordered by a court) shall be made by the Corporation only upon a determination that indemnification of the Indemnified Party is proper in the circumstances because he has met the applicable standards of conduct set forth in said Sections 7.02 or 7.03. Any indemnification under Section 7.04 of this Article VII (unless ordered by a court) shall be made by the Corporation only upon a determination by the Corporation of the extent to which the Indemnified Party has been or would have been successful on the merits or otherwise. Any such determination shall be made (a) by a majority vote of a quorum of the whole board of directors consisting of directors who are not or were not parties to the subject Action; or (b) upon the request of a majority of the directors who are not or were not parties to such Action, or if there be none, upon the request of a majority of a quorum of the whole board of directors, by independent legal counsel (which counsel shall not be the counsel generally employed by the Corporation in connection with its corporate affairs) in a written opinion; or (c) by the members of the Corporation at a meeting called for such purpose.

7.06 Payment in Advance. Expenses (including attorneys' fees) or some part thereof incurred by an Indemnified Party in defending any Action, shall be paid by the Corporation in advance of the final disposition of such Action if a determination to make such payment is made on behalf of the Corporation as provided in Section 7.05; of this Article VII; provided, that no such payment may be made unless the Corporation shall have first received a written undertaking by or on behalf of the Indemnified Party to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article VII.

7.07 Other Indemnification. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which any Indemnified Party or other person may be entitled under the articles of incorporation, any agreement, bylaw (including without limitation any other or further Section or provision of this Article VII), vote of the members or disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

7.08 Period of Indemnification. Any indemnification pursuant to this Article VII shall continue as to any Indemnified Party who has ceased to be a director, officer, employee, or agent of the Corporation, or at the request of the Corporation, was serving as and has since ceased to be a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan of the Corporation for

which any such person served as director, plan administrator or other fiduciary, and shall inure to the benefit of the heirs and personal representatives of such Indemnified Party. The repeal or amendment of this Article VII or of any Section or provision thereof which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article VII shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

7.09 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any Indemnified Party against any liability asserted against him and incurred by him in his capacity of or arising out of his status as an Indemnified Party, whether or not the Corporation would have the power to indemnify him against such liability under applicable provisions of law.

7.10 Right to Impose Conditions to Indemnification. The Corporation may impose, as conditions to any indemnification provided or permitted in this Article VII, such reasonable requirements and conditions as the board of directors or members may appear appropriate in each specific case and circumstance, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any Action shall be counsel mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to the Corporation.

## ARTICLE VIII – MISCELLANEOUS

8.01 Waivers of Notice. Whenever notice is required by law, by the articles of incorporation, or by these Bylaws, a waiver thereof in writing signed by the director, member, or other person entitled to said notice, whether before or after the time stated therein, or his appearance at such meeting in person or (in the case of a members' meeting) by proxy, shall be equivalent to such notice.

8.02 Voting of Securities by the Corporation. Unless otherwise provided by resolution of the board of directors, on behalf of the Corporation, the president or any vice-president shall attend in person or by substitute appointed by him, or shall execute written instruments appointing a proxy or proxies to represent the Corporation at all meetings of the members of any other corporation, association, or other entity in which the Corporation holds any stock or other securities, and may execute written waivers of notice with respect to any such meetings. At all such meetings and otherwise, the president or any vice president, in person or by substitute or proxy as aforesaid, may vote the stock or other securities so held by the Corporation and may execute written consents or any other instruments with respect to such stock or securities and may exercise any and all rights and powers incident to the ownership of said stock or securities, subject, however, to the instructions, if any, of the board of directors.

8.03 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

8.04 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of any such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to ensure that such funds will be used to carry out the Corporation's tax-exempt purposes.

8.05 Loans to Directors and Officers Prohibited. The Corporation shall not make any loan to any of its officers or directors. Any director or officer 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.

8.06 Seal. The Corporation may adopt a corporate seal of the Corporation, which shall be circular in form and shall contain the name of the Corporation, the year of its organization, and the words, "Seal, Nevada."

8.07 Fiscal Year. The fiscal year of the Corporation shall be as determined by the board of directors.

8.08 Internal Revenue Code. All references in these bylaws to the provisions of the Internal Revenue Code are to the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

8.09 Amendments. Subject to repeal or change by action of the members, the power to alter, amend, or repeal these Bylaws shall be vested in the board of directors.

8.10 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

### **ARTICLE IX – CERTIFICATE OF SECRETARY**

The undersigned certifies that the foregoing Amended Bylaws were adopted for The Biomedical Skills Laboratory Management Symposium, a Nevada nonprofit corporation, by unanimous vote of its Board of Directors by way of written consent in lieu of an Organizational Meeting for such purpose, effective as of the 1<sup>st</sup> day of January 2025

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, ABL Secretary