

BYLAWS OF THE
U.S. HUMAN PROTEOME ORGANIZATION

A Michigan Nonprofit Corporation

ARTICLE I - OFFICES

Section 1.01 Registered Office. The Registered Office of the corporation ("Corporation") shall be located within the State of Michigan as set forth in the Corporation's articles of incorporation, as amended or restated (the "Articles of Incorporation"), provided that the board of directors of the Corporation (the "Board of Directors") may at any time change the location of the registered office by making the appropriate filing with the Michigan Department of Licensing and Regulatory Affairs ("LARA").

Section 1.02 Other Offices. The Corporation may also have offices at such other places both in and outside the State of Michigan as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSE

Section 2.01 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation. In furtherance of such purposes, the Corporation shall, among other things, do the following:

- (a) promote the exchange of knowledge and research techniques via training fellowships, instructional courses and workshops, as well as organization and funding for international meetings, all primarily within the United States of America;
- (b) provide expert advice to governmental and non-governmental agencies on the support of human and other proteome research;
- (c) collect and distribute information on human and other organism proteome-related programs and projects;
- (d) promote open access to major resources for human proteome and other organism analysis, such as databases, collections of DNA clones, cell lines and other biological samples; and
- (e) participate with other scientific organizations involved in proteome research and related development and providing support for or assistance with their activities, including, international proteomics organizations.

ARTICLE III - DIRECTORS

Section 3.01 Functions. Except as specifically provided in the Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. Each director shall exercise the duties of a fiduciary toward the Corporation and shall discharge their duties with the degree of diligence, care and skill that an ordinarily prudent person would exercise under the same or similar conditions in a like position.

Section 3.02 Qualifications. All Board members shall be scientists who work in the field of proteomics or related disciplines in the United States. The members shall all be scientists based in the United States who are engaged in educational, research or commercial activities related to the purposes of the corporation.

Section 3.03 Number, Term, and Election of Board of Directors.

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, consisting of not less than nine directors, the exact number of directors to be determined from time to time solely by a resolution adopted by an affirmative vote of a simple majority of the Board of Directors then in office. At-large directors shall be elected for three-year staggered terms.

(b) Annual election to fill Board vacancies created by retiring members shall take place prior to the annual meeting. Nominees for the election of directors shall be submitted by the nominating committee as outlined in Section 4.02. The Secretary shall then cause the creation of the ballot and its distribution by regular mail or electronic (email or online) to all eligible voting members. The election to membership on the Board of Directors of the Corporation shall be by confidential electronic (online) ballot or by regular mail.

(c) When the number of directors is increased by the Board of Directors the newly created positions shall be filled at the next annual election. An interim non-voting representative may be appointed by the Board of Directors, at their discretion, to participate in Board activities until the next annual election.

(d) Each director shall continue in office until their successor has been appointed and qualified, or until their death, resignation or removal.

Section 3.04 Vacancies. In the event that the office of any elected or nominated officer or director shall become vacant, the remaining Board of Directors shall immediately fill the vacancy for the remainder of the unexpired term.

Section 3.05 Removal.

(a) Any director may be removed at any time, with or without cause, by vote of a simple majority of the members of the Corporation then entitled to vote at an election of the Directors. Directors may not be removed by the Board of Directors.

Section 3.06 Resignation. Any director may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

Section 3.07 Location of Meetings. Regular or special meetings of the Board of Directors may be held either in or outside the State of Michigan.

Section 3.08 Regular Meetings of Board of Directors. The annual meeting and any other regular meetings of the Board shall be held on a date and at a time and place fixed by the Board including a virtual or phone meeting. The annual meeting and any other regular meeting of the Board of Directors may be held without notice.

Section 3.09 Special Meeting of Board of Directors. Any special meeting of the Board of Directors may be called by the President, or by a majority of the persons then comprising the Board of Directors, at any time by means of notice of the time and place thereof to each Board of Directors member, given not less than seven (7) days before the time such special meeting is to be held.

Section 3.10 Quorum and Required Vote of Board of Directors and Committees. At all meetings of the Board of Directors, or of a committee thereof, a majority of the members of the Board of Directors then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business unless the articles of incorporation, these Bylaws, or in the case of a committee, the Board of Directors resolution establishing the committee, provide for a larger or lesser number. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors or of the committee, unless the vote of a larger number is required by the Act, the articles of incorporation, or these Bylaws, or in the case of a committee, the Board of Directors resolution establishing the committee. If a quorum shall not be present at any meeting of the Board of Directors, the members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.11 Action by Written Consent. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board of Directors or of the committee consent thereto by unanimous written consent, which writing may be in physical or electronic form. The written consents shall be filed

with the minutes of the proceedings of the Board of Directors or committee. The consent has the same effect as a vote of the Board of Directors or committee for all purposes.

Section 3.12 Compensation of Directors. Directors shall serve without compensation. The Board may establish procedures for reimbursement of expenses incurred by members of the Board and officers of the Corporation in fulfilling their responsibilities hereunder.

Section 3.13 Conduct of Meetings. Any member of the Board of Directors or of any committee may participate in a meeting by means of conference telephone or videophone, the Internet or other electronic means by means of which all persons participating in the meeting can hear each other or see text of the speech of each director that identifies the director speaking. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE IV - COMMITTEES

Section 4.01 Standing Committees. By a majority vote of the Board of Directors, the Corporation may establish other standing committees (the "Standing Committees"). Standing Committees shall have the powers specifically provided in the Board resolutions creating them to the extent consistent with the Articles of Incorporation and Bylaws of the Corporation and the Act.

Section 4.02 Nominating Committee. The nominating committee of the Board of Directors shall be a standing committee and shall be responsible for making nomination recommendations to the Board of Directors to fill vacancies of Board of Directors members scheduled to retire at the annual meeting and for the appointment of officers of the Corporation. The members of the nominating committee shall consist of not more than five (5) persons (including at least one member of the Board of Directors), appointed by the Board of Directors, or by the chair of such committee appointed by the Board of Directors, for one-year terms. Such appointments shall occur at each annual meeting of the Board of Directors for the purposes of filling vacancies at the next following annual meeting. The nominating committee shall meet prior to the annual election and present candidates for at-large and officer vacancies to the Board of Directors for approval for inclusion on the election ballot not less than thirty (30) days prior to such annual election. No member of the committee shall self-nominate for a position on the Board of Directors.

(a) Any regular member can nominate another eligible member for election to the Board of Directors by submitting to the Secretary before January 1 of the election year the signatures of at least 50 other regular members endorsing the nomination

and a signed statement of the nominee indicating their agreement to serve a term as a Board of Director if elected.

Section 4.03 Advisory Board. The advisory board shall be a standing committee that serves as a critical champion of the Corporation; providing both important historical perspective and acting as ambassadors in the community. The advisory board has no governing function within the organization and does not issue directives or have fiduciary responsibility. The members of the advisory board shall consist of not less than twelve (12) and not more than twenty-four (24) persons appointed by the Board of Directors for three-year terms. Such appointments shall occur at the annual meeting of the Board of Directors. The advisory board shall meet at the annual meeting or other special gathering at least one time per year.

ARTICLE V - NOTICES

Section 5.01 Notice. Notices required to be provided under these Bylaws shall be delivered by electronic mail or sent to each director by first-class mail, charges prepaid, addressed to the director at the director's address or contact number as it is shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the notice of the meeting.

Section 5.02 Electronic Notice. Notwithstanding the foregoing Section, any notice or communication required to be given by mail to any member of the board of directors or committee member under any provision of the Michigan Nonprofit Corporation Act, or of the articles of incorporation or of these Bylaws may also be given by electronic mail as a non-exclusive alternative to any of the means prescribed by the foregoing Section. Any such notice shall be given at the last known electronic mail address for any such member and shall be deemed given when sent, without any need for verification of receipt.

Section 5.03 Record of Addresses. For purposes of the foregoing, the Secretary shall keep a record of the last known address and electronic email address for each member of the board of directors and each committee.

Section 5.04 Waiver of Notice. Notice of any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the 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.

ARTICLE VI - OFFICERS

Section 6.01 Selection. The membership shall elect a president, a president-elect, secretary and a treasurer. Two (2) or more offices may be held by the same person, but an

officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles or Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 6.02 Terms, Removal and Vacancies. Each officer of the Corporation shall hold office for the term for which they are elected and until their successor is elected or appointed and qualified, or until their resignation or removal. An officer elected by the membership may be removed at any time, with or without cause, by vote of a simple majority of the members of the Corporation then entitled to vote at an election of Officers. An officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 6.03 President. The president shall be the chief executive officer of the Corporation and shall serve as the chair of the Board of Directors for a two-year term. The president shall be responsible to the Board of Directors for the general supervision and management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. They shall preside at all meetings of the Board of Directors. They shall perform such other duties and functions as shall be assigned to them from time to time by the Board of Directors. They shall be, *ex officio*, without vote, a member of the nominating committee and all *ad hoc* committees. The president shall possess the same power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation which may be authorized by the Board of Directors.

Section 6.04 President-Elect. The members shall elect the president-elect of the Corporation for a two-year term. The president-elect shall succeed the president in such capacity upon the expiration of the term of the latter. The president-elect shall be subject to the authority of the president. If at any time, the President is not able to perform the duties and exercise the powers of the position, the President-Elect will assume the duties and exercise the powers of the President during their absence as needed.

Section 6.05 Past President. The past president shall continue to be a member of the Board of Directors and shall serve a two-year term, after the completion of their term as president.

Section 6.06 Secretary. The secretary shall attend all meetings of the Board of Directors, and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings for a two-year term. They shall safely keep in their custody the seal of the Corporation, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. They shall give all notice required by the Act, these Bylaws or resolution. They shall perform such other duties as may be

delegated them by the Board of Directors, or the president. The secretary shall also be referred to as the “secretary general” of the Corporation for all purposes.

Section 6.07 Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; they shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. They shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors whenever requested an account of all their transactions as treasurer and of the financial condition of the Corporation. If required by the Board of Directors, they shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board of Directors, conditioned for faithful performance of the duties of their office, and for restoration to the Corporation in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in their possession or under their control belonging to the Corporation. They shall perform such other duties as may be delegated to them by the Board of Directors or the president.

Section 6.08 Delegation of Authority and Duties by Board of Directors. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these Bylaws, have such authority and perform such duties in the management of the Corporation as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

ARTICLE VII - MEMBERS

Section 7.01 Members.

(a) Application for membership shall be in writing on an electronic or paper form specified by the Board of Directors.

(b) The membership year shall commence January 1 and end December 31. Membership in the Corporation shall lapse if dues are not paid by February 1 of the previous year. Lapsed memberships of up to two years may be reinstated by repayment of all lapsed and current dues.

(c) Each member shall have one vote in the election for the Board of Directors.

(d) Membership may be terminated without prejudice by written notice to the Secretary.

Section 7.02 Rights of Membership. Members may propose an amendment to these Bylaws. The proposed amendment must be signed by 20% of the current membership. The member should submit the amendment in writing to the Corporation to

be reviewed by the Board of Directors. The amendment will be reviewed and voted on by the Board of Directors as outlined in Section 10.

Section 7.03 Member Dues; Benefits. The Board of Directors may, from time to time, establish reasonable annual and/or special membership dues to be paid by all members as a condition for becoming and remaining a member. The Board of Directors may, from time to time, provide members with proper benefits as the Board of Directors in its discretion shall approve.

Section 7.04 Meetings of Members. One annual meeting of the members shall take place at a specific, date, time and location of which will be designated by the Board of Directors, chaired by the president.

ARTICLE VIII - INDEMNIFICATION

Section 8.01 Indemnification of Directors and Officers: Each person who is or was a director or officer, or member of any committee of the Corporation; and each person who is or was serving at the request of the Corporation as a director, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or other enterprise (“Indemnitee”), shall be indemnified by the Corporation (and the Corporation shall defend and advance expenses on behalf of such persons) for all acts and omissions occurring on or after the effective date of these Bylaws, incurred in the good faith performance of the Indemnitee’s duties to the Corporation, to the fullest extent to which the Corporation has the power to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. Notwithstanding the foregoing, the Corporation shall not be required to provide such indemnification to the extent that it would be inconsistent with the Corporation’s status as a tax-exempt entity.

Section 8.02 Actions Brought by the Indemnitee. Notwithstanding the provision of Section 8.01 of this Article, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (a) was authorized by the board of directors of the Corporation, or (b) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Section 8.03 Approval of Indemnification. An indemnification under Section 8.01 or 8.02 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Section 8.01 of this Article. This determination shall be made promptly in any of the following ways:

(a) by a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding;

(b) if the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors; or

(c) by independent legal counsel in a written opinion.

Section 8.04 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 8.01 of this Article shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 8.05 Partial Indemnification. If an Indemnitee is entitled to indemnification under Section 8.01 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

Section 8.06 Other Rights of Indemnification. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 8.07 Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 trustee, director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

Section 8.08 Contract with the Corporation. The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or

obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

ARTICLE IX - GENERAL PROVISIONS

Section 9.01 Reserves. The Board of Directors shall have power and authority to set apart such reserve or reserves, for any proper purpose, as the Board of Directors in its discretion shall approve, and the Board of Directors shall have the power and authority to abolish any reserve created by the Board of Directors.

Section 9.02 Checks. All checks, drafts and orders for the payment of money shall be signed in the name of the Corporation in such manner and by such officer or officers or such other person or persons as the Board of Directors shall from time to time designate for that purpose; provided, however, in the absence of any such designation, the treasurer of the Corporation, acting alone, shall have the authority to sign all checks on behalf of the Corporation; provided further, however, the signature of two officers of the Corporation shall be required for any such check, draft or order in an amount greater than U.S. \$15,000.

Section 9.03 Corporate Books and Records. The Corporation shall keep books and records of account and minutes of the proceedings of its Board of Directors and annual membership meeting. The books, records and minutes may be kept outside this state. Any voting member shall have the right to examine, in person or by agent, at any reasonable time or times, the Corporation's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a voting member shall make a written demand upon the Corporation, stating with particularity the records sought to be examined and the purpose therefore. If the Corporation refuses examination, the voting member may file suit in the circuit court of the country in which either the registered agent or principal office of the Corporation is located to compel by mandamus or otherwise such examination as may be proper. If a voting member seeks to examine books or records of account, the burden of proof is upon the voting member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the Corporation to establish that the voting member does not have a proper purpose.

Section 9.04 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors. In the absence of any such action, the fiscal year of the Corporation shall be the calendar year.

Section 9.05 Seal. If the Corporation has a corporate seal, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

ARTICLE X - AMENDMENTS

Section 10.01 Quorum and Notice. The Board of Directors may amend or repeal the Bylaws or adopt new Bylaws. Such action may be taken by unanimous written consent or 2/3 majority of all directors at any meeting of the Board of Directors. Written notice setting forth the proposed amendment shall be given to each director at least ten (10) days prior to the meeting along with notice of the meeting as required by these Bylaws.

Adopted: July 26, 2004
Amended: July 1, 2005
Amended: June 22, 2011
Restated: August 3, 2022