

ASH REGISTRY, INC.
(a District of Columbia nonstock corporation)

AMENDED BYLAWS

**Adopted by the Executive Committee on October 11, 2017;
amended effective on January 1, 2024.**

BYLAWS

ARTICLE I NAME & OFFICES

Section 1. Name. The name of the Corporation is ASH Registry, Inc., which is a nonstock, not-for-profit corporation incorporated in the District of Columbia.

Section 2. Office. The principal office of the Corporation shall be: 2021 L Street, N.W., Suite 900, Washington, D.C. 20036.

Section 3. Registered and Additional Offices. The Corporation shall have and continuously maintain in the District of Columbia, a registered office and a registered agent whose office is located in such registered office. The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II PURPOSES

The purposes for which the Corporation is organized are exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and include, without limitation, promoting and fostering, among the many scientific and clinical disciplines, the exchange and diffusion of information and ideas relating to blood and blood forming tissues and encouraging investigations of hematologic matters. The Corporation's specific activities shall also include fostering an international data repository of clinical, biological and patient-reported data designed to facilitate research and to improve the diagnosis and treatment of hematologic diseases. This data repository will have far-reaching benefits to society, including insights into disease biology that generate novel therapeutics or treatment approaches, analysis of treatment patterns that lead to reductions in morbidity and mortality, and understanding of patient experience in ways that lead to the improved delivery of patient-centered care. The Corporation's purpose shall be to serve as a supporting organization for the American Society of Hematology ("ASH"), including to promote and support activities which are for the benefit of, to perform certain functions of, and to carry out the purposes of, ASH and its successors and assigns. The Corporation's purpose shall include any and all lawful activities necessary or incident to the foregoing purposes, except as limited herein. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III MEMBERS

Section 1. Membership. The Corporation shall have members ("Members") pursuant to subchapter IV of the Nonprofit Corporation Act of 2010 of the Code of the District of Columbia (the "DC Nonprofit Corporation Act"). The initial member of the Corporation shall be the American Society of Hematology, Inc. (the "Initial Member"). A majority of the Board of

Directors of the Corporation may recommend the addition of new members; provided, however, that the addition of any new member shall be subject to the approval of the Initial Member in its sole discretion, without which no additional member may be admitted.

Section 2. Rights Reserved to the Initial Member. The following rights are specifically reserved to the Initial Member to facilitate its supervision and oversight of the Corporation as a Supporting Organization for the Initial Member:

(a) The right to review and approve in advance each additional member of the Corporation, such that no additional member may be admitted to the Corporation without the approval of the Initial Member;

(b) The right to remove, with or without cause, any other member of the Corporation;

(c) The right to approve in advance each voting member of the Corporation's Board of Directors, including without limitation any new voting Board member to fill any vacancy on the Board;

(d) Notwithstanding any other provision of these Bylaws, the right to remove or terminate any member of the Corporation's Board of Directors, with or without cause;

(e) The right to review and approve in advance the annual budget for the Corporation, as well as any material change to any previously approved annual budget;

(f) The right to review and approve in advance, and no less frequently than once every three years, the Business Plan for the Corporation (or any equivalent of the Business Plan), and the right to review and approve in advance any material change to a previously approved Business Plan (or its equivalent);

(g) The right to review and approve in advance any amendment, modification or waiver of any provision of these Bylaws, or any change in the number of voting members of the Corporation's Board of Directors; and

(h) The right to call a meeting of the Corporation's Board of Directors at any time for the purpose of exercising any of the rights set forth in this Section.

Section 3. Rights of Members. The Members shall have all rights, duties and obligations of members as set forth under the DC Nonprofit Corporation Act.

Section 4. Removal of Members. Members, other than the Initial Member, may be removed by: (a) the Initial Member in its sole discretion; or (b) a majority vote of the Corporation's Board of Directors, subject to the approval of the Initial Member.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers; Number; Tenure; Duties.

(a) The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things for and on behalf of the Corporation, subject to those powers reserved to the Initial Member herein.

(b) The Board of Directors shall consist of up to eleven (11) voting members, unless and until increased or decreased pursuant to the following provisions, but shall never be less than the number otherwise required by law. A majority of the entire Board of Directors may, at any time and from time to time, increase or decrease the number of voting Directors, subject to the foregoing limitation with respect to the minimum number required by law and further subject to the approval of the Initial Member. The voting members of the Board of Directors shall consist of: (i) three Officers of the Corporation (a Chair, a Vice Chair, a Secretary-Treasurer); and (ii) eight (8) additional voting Directors.

(c) In addition to the voting Directors, the Executive Director of the Initial Member shall be a non-voting, ex officio member of the Board of Directors, entitled to attend any and all meetings of the Board of Directors. The Board of Directors, by majority vote, may elect additional, non-voting, ex-officio members of the Board.

Section 2. Functions.

(a) The Board of Directors is the governing body of the Corporation and shall manage the affairs of the Corporation and shall perform all such acts as are necessary to fulfill such functions or as are required or permitted by the Articles of Organization and the Bylaws, subject to those powers reserved to the Initial Member herein. The Board is responsible for setting the overall strategic direction and goals of the Corporation, ensuring that the direction and goals are in alignment with the overall mission of ASH and consistent with the Corporation's role as a supporting organization for ASH, and assuring that the allocation of the Corporation's resources is consistent with its strategic goals. Subject to those matters reserved for the Initial Member, the Board passes on questions of policy, receives reports of committees and approves or disapproves their recommendations, and provides advice to the Chair and Vice Chair in regard to committee assignments and committee chair appointments. The Board may delegate day-to-day management authority between meetings of the Board of Directors to an Executive Committee of the Corporation's Board (the "ASH RC Executive Committee"), which shall be comprised of the Officers of the Corporation and the Executive Director of ASH (who shall serve as a non-voting, ex officio member of the ASH RC Executive Committee), subject to: (i) retention of any matters expressly reserved to the Initial Member or to the full Board of Directors in these Bylaws; (ii) such guidelines as the Board may adopt from time to time; and (iii) the review and approval by the full Board of Directors of reports from the ASH RC Executive Committee at the next Board of Directors meeting.

(b) The Board of Directors is empowered to enter into contracts and authorize expenditures necessary for the Corporation. However, the Board may delegate its authority to enter into

contracts and approve expenditures to the ASH RC Executive Committee or to designated employees of the Corporation, including an Executive Director or persons reporting to an Executive Director, subject to such guidelines as the Board may adopt from time to time.

Section 3. Meetings of the Board.

(a) The voting members of the Board of Directors shall hold at least four regular meetings a year. Special meetings of the Board may be called at any time by (i) the Chair, or (ii) any two voting members of the Board of Directors, or (iii) the Initial Member. The Chair shall determine whether meetings shall be held in executive session in which case only voting members of the Corporation's Board of Directors and the Executive Director of the Initial Member (serving as a non-voting ex officio member) will attend. Written notice of any meeting of the Board shall be mailed or emailed to each member of the Board, including non-voting ex officio members, at least five days before the meeting. Whenever notice is required to be given to the Board of Directors, a waiver in writing signed by a Board member, whether before or after the time of the meeting stated therein, or attendance by such Director at such meeting, shall be deemed equivalent to the giving of notice.

(b) A majority of the then-current voting members of the Board of Directors present shall constitute a quorum for the transaction of business. The act of a majority (or a supermajority if that is required) of the voting Directors present at a meeting at which there is a quorum shall be the act of the Board.

(c) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all voting members of the Board, and such written consent is filed with the minutes of the proceedings of the Board of Directors.

(d) Any Director may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all other Directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

(e) In the event of any deadlock in a vote among the Board of Directors where at least half of the voting Directors voted on a matter, the vote cast by the Chair shall be the deciding vote and thus majority approval.

Section 4. Removal; Resignation.

(a) Except as otherwise provided by law or the Articles of Incorporation, at any meeting of the Board of Directors, duly called and at which a quorum is present, the Board may, by the affirmative vote of at least two-thirds of the voting Directors present at the meeting, remove any Board member or members from office with or without cause and may recommend a successor or successors to fill, upon approval of the Initial Member, any resulting vacancy or vacancies for the unexpired terms of any removed Board member or members. In addition, the Initial Member retains the right to remove or terminate any member of the Corporation's Board of Directors, with or without cause, at any time.

(b) Any Director may resign at any time by giving written notice to the Board, the Chair, the Vice Chair, or the Secretary-Treasurer of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board or to the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 5. Compensation. All Directors of the Corporation shall be entitled to receive from the Corporation reimbursement for reasonable expenses incurred in performing services for the Corporation and in attending meetings of the Board. Such reimbursement, in the discretion of the Corporation, may be in the form of reimbursement of actual expenses or a stipend in an equal amount provided to each Director as reimbursement for travel, dining, lodging and related expenses for attendance at Board meetings. In addition, the Corporation may elect to compensate Directors for their services through procedures and in amounts consistent with applicable law.

Section 6. Indemnification. The Corporation shall indemnify, to the extent legally permissible, each of its Directors against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened while in office or thereafter, by reason of having been such a Director with respect to any matters as to which he/she acted in good faith in the reasonable belief that the action was in the best interests of the Corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Director may be entitled.

Section 7. General Duties of Directors. The duties of individual directors include, but are not limited to, attending all meetings of the Corporation's Board of Directors, serving on committees or task forces if designated, attending meetings of committees of the Corporation upon which the director serves, formulating and adhering to the policies of the Corporation, including any applicable conflict of interest policy, keeping abreast of developments in hematology and other fields relevant to the mission of the Corporation, overseeing the management of the Corporation, and ensuring that the objectives and activities of the Corporation remain aligned with and support the mission of the Initial Member, the American Society of Hematology.

Section 8. Appointment and Term.

All voting members of the Corporation's Board of Directors must be approved by the Initial Member prior to assuming their duties as Directors of the Corporation. Officers of the Corporation shall serve for an initial term of two (2) years (unless terminated earlier) and may serve no more than two consecutive terms as an Officer of the Corporation. Other voting Board members shall serve an initial term of three (3) years (unless terminated earlier) and may serve no more than three (3) consecutive terms. Notwithstanding the respective terms set forth above for Officers and for other voting Directors, the Corporation may adopt reasonable policies and procedures, including but not limited to establishing longer or shorter initial terms for certain Officers and other voting Board members, in order to implement overall staggered terms for Officers and other Board members.

ARTICLE V OFFICERS

Section 1. Designations and Term. The Officers of the Corporation shall consist of a Chair, a Vice Chair, and a Secretary-Treasurer. The Officers shall exercise such powers and

perform such duties as shall from time to time be determined by the Board of Directors, consistent with these Bylaws. Officers of the Corporation shall serve for an initial term of two (2) years (unless terminated earlier) and may serve no more than two consecutive terms as an Officer of the Corporation; provided, however that the Board may adopt reasonable policies and procedures, including but not limited to establishing longer or shorter initial terms for certain Officers in order to create staggered terms among the three Officers.

Section 2. Removal; Resignation. Any Officer may be removed at any time: (a) by the affirmative vote of a majority of the Board of Directors then in office when, in their judgment, the best interests of the Corporation will be served thereby; or (b) by the Initial Member in its sole discretion. Any Officer may resign at any time by notifying the Board of Directors in writing, and such resignation shall take effect upon delivery without acceptance by the Board. Such removal or resignation shall be without prejudice to the contractual rights, if any, of the person so removed or resigned. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board, subject to the prior approval of the Initial Member.

Section 3. Board Chair. The Chair is the chief volunteer officer of the Corporation's Board of Directors. The Chair is responsible for leading and managing the Board of Directors, engaging individual board members and committees in their work, and serving as a de facto ambassador in the broader hematology community. Among other things, the Chair shall: (a) in conjunction with other Board members, set the overall strategic direction and goals of the Corporation; (b) ensure that the Corporation's direction and goals are in alignment with the overall mission of ASH and are consistent with the Corporation's role as a supporting organization for ASH; (c) oversee the allocation of the Corporation's resources; (d) oversee compliance with the Corporation's policies, including its conflict of interest policy; (e) preside at all meetings of the Corporation; and (f) assign committee roles and members, including committee chairs, and appoint persons to fill interim vacancies on any committee. The order of succession to the Chair, in case of need, is Vice Chair, then Secretary-Treasurer.

Section 4. Board Vice Chair. The Board Vice Chair is the second-ranking volunteer officer of the Corporation's Board of Directors and is responsible for assisting the Board Chair in all aspects of the Board's duties and responsibilities. The Vice Chair shall perform the duties of the Board Chair in the absence or incapacity of the Chair, and shall become the Chair if the office of Board Chair shall become vacant during the normal term. Should the Vice Chair become Board Chair through a vacancy in the office, he/she shall be permitted to serve as Board Chair for the remainder of the unexpired existing term and his/her own term(s). The Vice Chair also shall serve as a member of the Nominating Committee of the Corporation, and shall perform such other duties as may be assigned from time to time by the Board Chair.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall: (a) oversee the maintenance of records of all meetings and relevant transactions of the Board of Directors and the Corporation, including the minutes of all meetings and any reports that may be required under applicable federal, state, or local law; (b) oversee the preparation of the budget of the Corporation; (c) under the direction of the Board of Directors, oversee the expenditures of the Corporation; (d) serve on the Corporation's Finance Committee; and (e) perform all other duties incident to the office of Secretary-Treasurer. If the office of Secretary-Treasurer should become vacant, the Board

of Directors may appoint a member, subject to the prior approval of the Initial Member, to serve in that position until the next annual meeting of the Corporation.

Section 6. Liaisons to American Society of Hematology. Two (2) other voting members of the Corporation's Board of Directors, who are not serving as Officers of the Corporation, shall be designated by the Board to serve as liaisons to the American Society of Hematology and, if requested by ASH's Executive Committee, shall serve as ex-officio, non-voting members of the ASH Executive Committee. The two Liaisons shall be responsible for communicating with, and responding to inquiries from, the ASH Executive Committee, attending meetings of the ASH Executive Committee if requested, and helping to ensure ongoing alignment between the Corporation, its activities and the overall mission of the American Society of Hematology. The term of service for each of the ASH Liaisons shall be established by Board, provided that no person may serve as an ASH Liaison for a term exceeding the maximum term of service as member of the Corporation's Board.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. The Corporation shall have a standing Nominating Committee and a standing Finance Committee, and the Board may provide for the formation such other standing committees as it deems necessary. The Board shall determine the duties and responsibilities of the Standing Committees, subject only to those matters which by law or pursuant to these Bylaws require approval of the Initial Member. Standing committees serve on a continuing basis from year to year, and may make recommendations to the Board regarding policies, programs and actions within the committee's subject area, as well as implementing such policies, programs and actions upon approval by the Board. The majority of the members of any committee present shall constitute a quorum for conducting the business of the committee.

Section 2. Special or Other Committees. The Board of Directors, by resolutions adopted by a majority of the whole Board, may appoint such other committee or committees as it shall deem advisable, and may impose upon such committee or committees such functions and duties, and grant such rights, powers and authority, as the Board of Directors shall prescribe (subject only to those matters which by law or pursuant to these Bylaws require approval of the Initial Member).

Section 3. Term and Termination of Committee Members. Unless otherwise specified by the Board of Directors, the Chairs and members of all Committees of the Corporation shall be appointed by the Board Chair, with the advice of the other Board members. Committee chairs and members shall serve a term of three (3) years (unless terminated earlier) and may serve no more than two (2) consecutive terms. The Board may arrange the terms of Committee chairs and members on a staggered basis. A Committee member or chair may be removed by a majority vote of the Corporation's Board of Directors for any reason the Board deems appropriate, including but not limited to failure to attend committee meetings or to participate in the work of the committee. In addition, a Committee member or chair may be removed by majority vote of the Board at the request of the Initial Member.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. General Indemnification. Reference is made to the Act §§ 29-406.50 *et seq.*, as amended from time to time (and any other relevant or future provisions related to the subject matter of this section). The Corporation shall (and is hereby obligated) to indemnify those individuals permitted or required to be indemnified pursuant to the Act §§ 29-406.50 *et seq.* (the “Indemnitees”), and each of them, in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Corporation shall indemnify the Indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Corporation is not obligated, but is nevertheless permitted or empowered, to make such indemnification; it being understood that, before making such indemnification with respect to any situation covered under this sentence, (i) the Corporation shall promptly make or cause to be made, a determination as to whether each Indemnitee has met the standard of conduct set forth in the applicable part of §29-406.51 and (ii) no such indemnification shall be made unless it is determined that such Indemnitee has met the standard of conduct set forth in the applicable part of §29-406.51.

Section 2. Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or agent of the Corporation, or who while a Director, Officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against and incurred by him or her arising out of such person’s position, whether or not the Corporation would have the power to indemnify such person against that liability under law.

Section 3. Chapter 42 Taxes. Notwithstanding the foregoing provisions of this Article VII, the Corporation shall not indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code (or any corresponding provisions of any future Federal income tax law), then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code (or any corresponding provisions of any future Federal income tax law).

ARTICLE VIII INVESTMENTS

Section 1. Reinvestment. The Corporation shall have the right to hold, manage, invest and reinvest the property received by it, in the discretion of the Board of Directors and without being restricted to the class of investments which any Director is or may be permitted by law to make; provided, however, that no action may be taken by or on behalf of the Corporation if such action would: (a) result in the denial of the Corporation’s income tax exemption under Section

501(c) of the Code; or (b) be inconsistent with the Corporation's status as a supporting organization for ASH.

Section 2. Commingling. Upon receipt of any property, the Board of Directors may, subject to any limitations, conditions or requirements affecting the use of any property so received, add such property to or commingle such property with any other assets of the Corporation or hold such property as a separate fund if, in the sole discretion of the Board, such segregation is in the best interests of the Corporation.

ARTICLE IX CHARITABLE SUPPORTING ORGANIZATION STATUS

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or other agent or representative of the Corporation shall take any action for or on behalf of the Corporation if such action is: (a) not permitted under Section 501(c)(3) of the Code (or any corresponding provisions of any future Federal income tax law); or (b) inconsistent with the Corporation's status as a supporting organization for ASH.

ARTICLE X GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 2. Invalid or Unenforceable Provisions. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions hereof, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

ARTICLE XI AMENDMENTS

The Board of Directors, with the approval and consent of the Initial Member, shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the entire Board, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place.

ARTICLE XII TERMINATION

The Corporation shall be without capital stock. No dividends shall be paid and no part of the income or net earnings of the Corporation shall be distributed to or inure to the benefit of its members or officers as such or to any private individual. In the event of liquidation or dissolution of the Corporation, no liquidating dividends or dividends in distribution of the property owned by the Corporation shall be declared or paid to members or officers of the Corporation or to any private individual, but, rather, such property shall be transferred to ASH as the supported organization, or if such transfer to ASH is not permitted for any reason, then to such charitable

scientific or educational organizations, corporations or associations exempt under Section 501(c)(3) of the Internal Revenue Code, as the member(s) of the Corporation shall determine or its legal administrators, after its dissolution, shall direct.