

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

AMENDED AND RESTATED BYLAWS

**Adopted by the Executive Committee on October 11, 2017;
amended effective on January 1, 2024;
amended effective January 1, 2026**

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 a registered office and a registered agent located in the District of Columbia. 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, Inc. ("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 ASH (the "Initial Member") and may not be removed. 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 prior written 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.

(a) 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:

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

(ii) Notwithstanding any other provision of these Bylaws, the right to remove or terminate any Director, with or without cause;

(iii) The right to review, no less frequently than once every three (3) years, the business plan (the “Business Plan”) for the Corporation (or any equivalent of the Business Plan);

(iv) 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 2.

(b) Additionally, the following actions may not be taken without the prior written consent of the Initial Member:

(i) The admittance of an additional Member of the Corporation or removal of another Member;

(ii) Any amendment, modification or waiver of any provision of these Bylaws;

(iii) The adoption of the annual budget for the Corporation or any material change to any previously approved annual budget;

(iv) The adoption of the Business Plan for the Corporation (or any equivalent of the Business Plan) or any material change to a previously approved Business Plan (or its equivalent); and

(v) The election of any voting Director; provided, however, once approved by the Initial Member, such Director may continue to serve for additional or successive terms in accordance with these Bylaws and the Corporation’s policies, without the need for further approval by the Initial Member.

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 prior written 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 (each member of the Board of Directors, individually a “Director”), 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 consists of thirteen (13) voting Directors effective January 1, 2026. Directors shall be elected by the majority vote of the Board of Directors in office with the approval of the Initial Member. The number of Directors may be increased or decreased, as may be determined from time to time by the majority vote of the Directors in office when the action is taken; provided, however, that in no event shall the Board of Directors consist of less than three (3) voting Directors or more than (13) 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 of Directors.

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 Incorporation and the Bylaws, subject to those powers reserved to the Initial Member herein. The Board of Directors 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. The Board of Directors receives reports of committees and approves or disapproves their recommendations. The Board of Directors may delegate day-to-day management authority between meetings of the Board of Directors to the Officers of the Board of Directors (the “ASH RC Officers”), who shall operate as an executive committee as provided in Article V, Section 6 of these Bylaws, subject to: (i) retention of any matters expressly reserved to the Initial Member or to the full Board of Directors in these Bylaws; and (ii) such guidelines as the Board of Directors may adopt from time to time.

(b) The Board of Directors shall have the authority to enter into contracts and authorize expenditures necessary for the Corporation. However, the Board of Directors may delegate its authority to enter into contracts and approve expenditures to the ASH RC Officers or to designated employees of the Corporation, subject to such guidelines as the Board of Directors may adopt from time to time.

Section 3. Meetings of the Board of Directors.

(a) The Board of Directors shall hold at least one (1) regular meeting each year. Notice of such meeting shall be provided to each Director at least five (5) days before the date of the meeting. The notice shall state the date, time, and place (if any) of the meeting and may be delivered by mail, email, or other electronic means. Notice of such regular meeting need not include a description of the purpose for which the meeting is called.

(b) Special meetings of the Board of Directors may be called at any time by (i) the Chair, (ii) any two voting Directors, or (iii) the Initial Member. Notice of a special meeting shall be given to each Director at least two (2) days before the meeting and may be delivered by mail, email, telephone, or other means of communication reasonably calculated to provide actual notice. Notice of a special meeting shall include a description of the purpose for which the meeting is called.

(c) Whenever notice is required to be given to the Board of Directors, a written waiver signed by a Director, whether before or after the meeting, or a Director's attendance at the meeting (except where the Director attends solely to object to the meeting), shall constitute a waiver of notice.

(d) 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 of the voting Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless a greater vote is required by law or these Bylaws.

(e) 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 Directors, adopting the resolution and authorizing the action. In such case, the resolution and the consents thereto shall be filed with the minutes of the Corporation.

(f) Any Director may participate in a meeting by means of a conference telephone, videoconference, or any other means of communication by which all participating Directors may simultaneously hear one another. Participation by such means shall constitute presence in person at the meeting.

(g) 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 of Directors may, by the affirmative vote of at least two-thirds of the voting Directors present at the meeting, remove any Director from office with or without cause. In addition, the Initial Member retains the right to remove or terminate any Director, with or without cause, at any time.

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

Section 5. Compensation. All Directors 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 of Directors. 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 ASH.

Section 8. Appointment and Term. All individuals elected as voting Directors must be approved by the Initial Member prior to their initial appointment to the Board of Directors. Once appointed, such Directors may continue to serve for additional or successive terms in accordance with these Bylaws and the Corporation's policies, without the need for further approval by the Initial Member. Effective January 1, 2026, the Directors shall be divided into three groups, as nearly as equal in numbers as possible, with one group (or person) serving for one (1) year, a second group serving for two (2) years, and a third group serving for three (3) years. Following the expiration of such initial terms of office, each successor Director shall serve for a term of three (3) years. Directors may serve for no more than two (2) consecutive elected terms as Directors; provided, however, that a Director who is elected as an officer of the Corporation pursuant to Article V may serve up to two (2) additional consecutive terms while holding such officer position. Any vacancies occurring on the Board of Directors shall follow the election process outlined herein. Any individual appointed to fill a vacancy on the Board of Directors shall serve the unexpired portion of the predecessor's term, and such partial service shall not count toward the Director's term limit. Whenever the Board of Directors increases or decreases the number of Directors, such change shall be arranged so that, as nearly as possible, the term of office of one-third (1/3) of the Directors shall continue to expire each year thereafter. Directors must be natural persons but need not be residents of the District of Columbia.

ARTICLE V **OFFICERS AND LIAISONS**

Section 1. Designations and Term. The Officers of the Corporation shall consist of a Chair, a Vice Chair, and a Secretary-Treasurer, each of whom must be a voting Director, and shall be elected by a majority of the voting Directors in office. 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. Effective January 1, 2026, the initial Secretary-Treasurer shall serve for a term of one (1) year, the initial Vice Chair shall serve for a term of two (2) years, and the initial Chair shall serve for a term of three (3) years. Thereafter, each Officer shall serve a term of three (3) years. Officers may serve for no more than two (2) consecutive elected terms in an officer role, provided that any individual appointed to fill a vacancy in an officer position shall serve the unexpired portion of the predecessor's term, and such partial service shall not count toward the Officer's term limit. Any vacancy occurring in any office of the Corporation may be filled by the Board in accordance with this Article V.

Section 2. Removal; Resignation. 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 of Directors may, by the affirmative vote of at least two-thirds of the voting Directors present at the meeting, remove any Officer with or without cause. 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 of Directors. Upon resignation from office, such Officer shall continue as a voting Director for the remainder of the Director's term unless such Officer also resigns or is removed as a Director in accordance with Article IV.

Section 3. Chair. The Chair is responsible for leading and managing the Board of Directors, engaging individual Directors and committees in their work, and serving as a de facto ambassador of the Corporation in the broader hematology community. Among other things, the Chair shall, in conjunction with other Directors: (a) 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; and (e) preside at all meetings of the Corporation. The Chair shall serve as Chair of the Corporation's Nominating Committee.

Section 4. Vice Chair. The Vice Chair is responsible for assisting the Chair in all aspects of the Board of Director's duties and responsibilities. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. The Vice Chair shall perform such other duties as may be assigned from time to time by the 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 as Chair of the Corporation's Finance Committee; and (e) perform all other duties incident to the office of Secretary-Treasurer.

Section 6. Duties of the Officers. The ASH RC Officers may act in place and stead of the Board of Directors between Board of Director meetings on all matters, except those specifically

reserved to the Initial Member or the Board of Directors by law or these Bylaws. All three (3) ASH RC Officers are required to constitute a quorum at any duly called meeting of the ASH RC Officers, and unanimous consent is required to take action. Any Officer may call such meetings of the ASH RC Officers as the business of the Corporation may require. Actions of the ASH RC Officers shall be reported to the Board of Directors by mail, email, or at the next Board of Directors meeting

Section 7. Liaisons to American Society of Hematology. The Board of Directors may elect by majority vote up to two (2) of the current voting Directors, who may also be Officers of the Corporation, to serve as liaisons to ASH (the “ASH Liaisons”) and, if requested by ASH’s Executive Committee, shall serve as ex-officio, non-voting members of the ASH Executive Committee. The ASH 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 ASH. The term of service for each ASH Liaison shall be established by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. The Board of Directors may establish standing committees comprised of voting Directors to support the purposes and operations of the Corporation. The Board of Directors shall determine the composition, duties, and responsibilities of each standing committee, subject to any matters that by law or under these Bylaws require the approval of the Initial Member. Standing committees shall serve on a continuing basis from year to year and may make recommendations to the Board of Directors regarding policies, programs, and actions within their areas of responsibility. Standing committees may implement such policies, programs, and actions upon approval by the Board of Directors. A majority of the members of any standing committee present shall constitute a quorum for conducting standing committee business.

(a) Nominating Committee. The Corporation shall have a standing Nominating Committee, which shall identify, evaluate, and recommend candidates for election or appointment to the Board of Directors, Officer positions, and committee assignments, consistent with the qualifications and procedures set forth in these Bylaws and in guidelines set by the Board of Directors. The Committee shall also oversee matters of Board composition, renewal, and succession planning, and may recommend policies relating to governance practices and Board development. The Chair shall serve as chair of the Nominating Committee.

(b) Finance Committee. The Corporation shall have a standing Finance Committee, which shall provide oversight of the Corporation’s financial affairs, including review of the annual budget, financial statements, and investment policies. The Committee shall make recommendations to the Board of Directors regarding fiscal policies and practices and shall assist in ensuring the financial integrity and sustainability of the Corporation. The Secretary-Treasurer shall serve as chair of the Finance Committee.

Section 2. Special or Other Committees. The Board of Directors, by resolutions adopted by a majority of the whole Board of Director, 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). The Board of Directors may also create an advisory committee and appoint persons who are not Directors to such committee provided that no advisory committee shall have rights, powers, and authority of the Board of Directors. A majority of the members of any committee present shall constitute a quorum for conducting committee business.

Section 3. Term and Termination of Committee Members. Unless otherwise specified by the Board of Directors, the members of all Committees of the Corporation shall be appointed by the Chair, with the advice of the other Officers and Nominating Committee. Committee members serve at the discretion of the Board of Directors. The Board of Directors may structure committee appointments to ensure continuity and staggered leadership.

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. The right to indemnification conferred hereunder to Directors and Officers shall be a contract right and shall not be affected adversely to any Director or Officer by resignation, removal or any amendment of these Bylaws with respect to any action or inaction occurring prior to such action; provided, however, that this provision shall not confer upon any indemnitee or potential indemnitee (in his or her capacity as such) the right to consent or object to any subsequent amendment of these Bylaws.

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 fixture 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 of Directors, 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. Conflict of Interest. The Board of Directors shall adopt a Conflict of Interest Policy (the “Policy”) designed to protect the Corporation’s interest when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of

an officer or director of the Corporation or might result in a possible excess benefit transaction. In any instance where the Corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Policy adopted by the Board of Directors and as amended from time to time.

Section 3. 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 of Directors, 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.