

**AMENDED AND RESTATED BY-LAWS
OF
T.J. MARTELL FOUNDATION
FOR
CANCER RESEARCH**

(A NEW YORK NOT-FOR-PROFIT CORPORATION)

ARTICLE I
NAME

1. Name. The name of this body shall be the T.J. Martell Foundation for Cancer Research (referred to as the “Foundation”).

ARTICLE II
OFFICES

2.1 Principal Office. The principal office and location of the Foundation shall be at such location as the Board of Trustees shall determine.

2.2 Other Offices. The Board of Trustees may at any time establish branch or subordinate offices at any place or places where it is legal to do so, within or without the state of New York. As of the adoption of these by-laws, there are subordinate offices for the Southern region in Nashville, Tennessee, the West Coast region in Los Angeles, California, and the East Coast region in New York, New York.

ARTICLE III
PURPOSE

3. Purpose. The purposes of the Foundation are those set forth in its Certificate of Incorporation, as the same may be from time to time amended or restated.

ARTICLE IV
BOARD OF TRUSTEES

4.1 Board Powers. The affairs of the Foundation shall be managed by its Board of Trustees, which shall have all the powers permitted by law unless expressly limited by these by-laws. As used in these by-laws, “entire Board of Trustees” means the total number of Trustees that the Foundation would have if there were no vacancies.

4.2 Number of Trustees. At the time of adoption of these by-laws, the number of Trustees shall be sixty-six (66). Thereafter, the number of Trustees shall be set by resolution adopted by the majority of the entire Board of Trustees, provided however that the number of Trustees shall not be less than nineteen (19) nor more than seventy (70), and no decrease in the authorized number of Trustees shall shorten the term of any incumbent Trustee.

4.3 Election and Term of Office. The Board shall be divided into two classes, “Class 1” and “Class 2”, with each class comprising approximately one-half of the entire Board. At each “Annual Meeting” (as defined in Section 4.7.2 of these by-laws), the Board shall elect trustees to fill expiring terms, with each trustee to hold office for a term of two (2) years and until the trustee’s successor has been elected and qualified, or until his or her earlier death, resignation or removal. Trustees may additionally be elected at any other regular or special meeting of the Board of Trustees or by unanimous written consent, in order to fill any vacancies occurring by reason of a newly-created trusteeship or the death, resignation or removal of a Trustee. No Trustee shall serve as such for more than two consecutive terms, unless otherwise approved by (i) the Nominating Committee and (ii) the vote of a majority of the Board of Trustees then in office.

4.4 Advisory Board. The Board of Trustees may elect an unlimited number of individuals to serve on an Advisory Board from time to time by the vote of a majority of the Board of Trustees present at an Annual Meeting or at any other regular or special meeting of the Board of Trustees, if a quorum is present. Any person who is currently serving as President of the Southern Region Board of Governors, the West Coast Region Board of Governors or the East Coast Region Board of Governors will automatically be elected to the Advisory Board and shall attend all Board of Trustees meetings either in person, by phone or electronic means. The Advisory Board shall not have any right to vote on any matter or have any other action by the Board of Trustees and members of the Advisory Board shall serve at the pleasure of the Board of Trustees and may be removed by affirmative vote of the Board of Trustees, with or without cause.

4.5 Emeritus Trustees. In recognition of their leadership and support of the Foundation and in order to maintain a continuing relationship with past members, the Board of Trustees may bestow the title of “Emeritus Trustee” on members of the Board of Trustees who have left service on the Board of Trustees after having served at least two (2) complete terms on the Board of Trustees. Emeritus Trustees shall be invited to attend and participate, without vote, in meetings of the Board of Trustees and may be invited by Committee Chairs to attend and participate, without vote, in meetings of Committees of the Foundation. Service as Emeritus Trustee shall be subject to such terms and conditions as may be established by the Board of Trustees from time to time

4.6 Resignation, Removal.

4.6.1 Resignation Notice. A member of the Board of Trustees may resign at any time by giving written notice to the Chair of the Board and the Chief Executive Officer. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Chair of the Board and the Chief Executive Officer, and acceptance of the resignation shall not be necessary to make it effective. If any member of the Board of Trustees is absent from two (2) consecutive regular meetings (including Annual Meetings) of the Board of Trustees and has not provided prior written notice to the Chair of the Board and the Chief Executive Officer specifying the reason for each such absence, the Board of Trustees may decide to consider such absences as a resignation, in which case such resignation shall take effect at the time of such decision by the Board of Trustees.

4.6.2 Removal. Any Trustee may be removed with cause by the affirmative vote of the Board of Trustees .

4.7 Meetings.

4.7.1 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places as the Chair or the Executive Committee shall determine.

4.7.2 Annual Meeting. There shall be an “Annual Meeting” within the first six (6) months of each new fiscal year at such time and place as the Executive Committee shall determine. The Annual Meeting will authorize for the transaction of such business as may be brought before it and as may be required under the New York Not-for-Profit Corporation Law (the “N-PCL”) in effect at such time. The Chair, President and Treasurer (with assistance, if desired, from the Chief Executive Officer) shall present at each Annual Meeting their report, which shall set forth the accounting and other statements and shall be eventually verified or certified in the manner prescribed by Section 519 of the N-PCL and show in appropriate detail the following:

4.7.2.1 The assets and liabilities, including any trust funds, of the Foundation as of the end of a twelve month fiscal period termination not more than six months prior to said meeting.

4.7.2.2 The principal changes in assets and liabilities, including trust funds, during said fiscal period.

4.7.2.3 The revenue or receipts of the Foundation, both unrestricted and restricted, to particular purposes during said fiscal period.

4.7.2.4 The expenses or disbursements of the Foundation, for both general and restricted purposes, during said fiscal period.

Such report shall be filed with the records of the Foundation and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting.

4.7.3 Special Meetings. Special meetings of the Board of Trustees may be held at any time and place and upon the written request of the Chair, Chief Executive Officer, a majority of the Executive Committee or a quorum of the entire Board of Trustees to consider a special subject. Notice of the special meetings shall be given as set forth in Section 4.13 of these by-laws. Such notice of the special meeting shall state the place, date, time and purpose or purposes of the special meeting, and the person or persons at whose direction the meeting is called. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Board of Trustees unless the Board of Trustees present in person, provided a quorum is present, shall agree to such other business during such special meeting.

4.8 Quorum, Voting and Attendance by Telephone, or Electronic Attendance. The presence of seven (7) Trustees, plus one (1) additional Trustee for each ten (10) Trustees (or fraction thereof) over fifteen (15) of the entire Board of Trustees shall constitute a valid quorum for the transaction of the business of any meeting of the Board of Trustees. Participation by one (1) or more Trustees by means of telephone, conference call or other electronic means, including audio-video and internet interactive audio-video (such as Skype, Net Meeting, etc.), allowing all persons participating in the Board or committee meeting to hear or interact with each other at the same time and participate in all matters before the Board of Trustees or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of Trustees or committee, shall constitute presence at such meeting. For the purposes of determining a quorum, a Trustee shall be deemed to be present at a meeting if such Trustee was present at the outset of the meeting but was not present at the time of a vote pursuant to any applicable requirements of the Foundation's Conflict of Interest Policy.

4.9 Adjourned Meetings. A majority of the Board of Trustees present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to the Board of Trustees who were not present at the time of such adjustment.

4.10 Actions of the Board of Trustees and One Vote per Trustee. The vote of a majority of the Board of Trustees present at the time of the vote, if a quorum is present, shall be the act of the Board of Trustees, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation, or these by-laws. Each Trustee shall have one vote.

4.11 Actions by Unanimous Written Consent of Trustees. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing, or by email, to the adoption of a resolution authorizing such action. Such resolution and written or emailed consents thereto shall be filed with the minutes of proceedings of the Board of Trustees or the committee.

4.12 Compensation. The Board of Trustees may authorize reimbursement of expenses incurred by Trustees in the performance of their duties. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefore, subject to the provisions of the Foundation's Conflict of Interest Policy.

4.13 Notice. Notice of the time and place and, to the extent required by law or these by-laws, the purpose of every meeting of the Board of Trustees or committee shall be given by the Secretary or Chief Executive Officer by any of the following means of communication:

4.13.1 personal delivery, which shall be effective when the Trustee or his or her assistant or secretary is reached by personal delivery;

4.13.2 telephone, which shall be effective when the Trustee or his or her assistant or secretary is reached by telephone;

4.13.3 electronic mail, which shall be effective immediately, provided no notice of rejection is received. Notice sent by such means shall not be deemed to have been given electronically if the Foundation is unable to deliver two (2) consecutive notices to the individual by facsimile telecommunication or electronic mail; or the Foundation otherwise becomes aware that notice cannot be delivered to the individual by said means of communication.

The communication and notice shall be valid so long as the above communication is sent to the same or the usual telephone or electronic mail address of such Trustee as it appears on the books of the Foundation, in good faith, at least five (5) days before such meeting (or in the case of notice by email or telephone, confirmed in writing at least one (1) day before the meeting).

Notice of any meeting need not be given, however, to any Trustee who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice, or who submits a waiver by electronic mail setting forth or submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

4.14 Chair. At all meetings of the Board of Trustees, the Chair of the Board shall preside. In the Chair's absence, a Vice Chair designated by the Chair shall preside. If no such designation is made or if the Vice Chair fails to preside, the President shall preside. If the President fails to preside, the Board of Trustees shall appoint a Trustee to preside.

ARTICLE V MEMBERS

5. No Members. The Foundation is not a membership foundation and therefore there are no members.

ARTICLE VI COMMITTEES

6.1 Board Committees. The Board of Trustees may, by resolution, create committees of the Board of Trustees (hereinafter, each a "Board Committee" and together, the "Board Committees"), each consisting of three (3) or more Trustees, including but not limited to, an Executive Committee, a Finance and Audit Committee, a Nominating Committee, a Development Committee, a Communications Committee, a Scientific Committee, and a Governance Committee. Each such Board Committee shall,

except as otherwise specifically provided by the N-PCL, have such powers and duties as shall from time to time be assigned to such committee by the Board of Trustees and set forth in the respective committee charter; provided, however, that no committee shall have authority as to the following matters:

- (a) the filling of vacancies on the Board of Trustees or on any Committee;
- (b) the election or removal of officers or directors;
- (c) the amendment or repeal of the by-laws, or the adoption of new by-laws;
- (d) the approval of a merger, plan of dissolution, or sale or other disposition of all or substantially all the assets of the Foundation;
- (e) the approval of any amendment to the Certificate of Incorporation; or
- (f) any other matter set forth in subsection (a) of Section 712 of the N-PCL.

The rules of procedure for each Board Committee shall be designated in its charter.

6.2 Selection and Term of Members and Chairs of Board Committees. The Chair of the Board shall be an ex officio member of each Board Committee. The Board of Trustees shall appoint all other members of each Board Committee and fill any vacancies among such membership, except that in the case of an Executive Committee or similar committee however denominated, the appointment of the remaining members shall be made by a majority of the entire Board of Trustees, provided that in the case of a Board of Trustees of thirty (30) members or more, the appointment shall be made by at least three-quarters (3/4) of the Trustees present at the time of the vote, if a quorum is present at that time. Each member of a Board Committee shall serve a term coextensive to the remainder of his or her term as a member of the Board of Trustees, or until her or his earlier death, resignation or removal in the sole discretion of the Board of Trustees. The Chair of the Board of Trustees shall be the Chair of the Executive Committee, and, at each Annual Meeting, shall select the chairs of any Board Committee for which the respective chair's term is expiring.

6.3 Board Committees Quorum and Voting. A majority of the membership of each Board Committee shall constitute a quorum for the transaction of business by such committee unless otherwise established pursuant to committee charters, and any action by a Board Committee shall require a vote of a majority of members present. For the purposes of determining a quorum, a member of a Board Committee shall be deemed to be present at a meeting if such member was present at the outset of the meeting but was not present at the time of a vote pursuant to any applicable requirements of the Foundation's Conflict of Interest Policy. Each Board Committee shall keep minutes of its meetings and records of its proceedings and/or prepare reports and promptly submit the same from time to time to the Board of Trustees. If the Foundation authorizes a Board Committee to act on behalf of the Board of Trustees, such committee so acting shall promptly report any actions taken to the Board of Trustees, and in no event after the next regularly scheduled meeting of the Board of Trustees.

6.4 Permitted Committees of the Foundation. In addition to Board Committees, the Board of Trustees may establish from time to time one or more committees of the Foundation, whose members may, but need not be, Trustees, to perform special functions in carrying on the work of the Foundation. ... Committees of the Foundation shall have only the lawful powers specifically delegated to them by the Board; provided, however, that no such committee shall have the authority to bind the Board of Trustees

6.6. Authorized Committees of the Foundation. The following committees are designated as committees of the Foundation: the Southern Region Board of Governors, the West Coast Region Board of Governors, and the East Coast Region Board of Governors. Members of each such committee shall be elected by the Executive Committee. The Chair shall be, and (if so designated by the Board of Trustees) the President and Chief Executive Officer may be, ex officio members of each such Committee of the Foundation. Each of these committees shall be designated with the work of proposing and implementing approved fundraising efforts for their respective geographical region.

ARTICLE VII OFFICERS

7.1 Officers, Election and Term. The officers of the Foundation shall be the Chair of the Board, Executive Chair, President, Secretary, Treasurer and such other officers as the Board of Trustees may elect, including, but not limited to, one or more Vice Chairs and one or more Vice Presidents, and including a Chief Executive Officer/Executive Director as set forth in Section 8 of these by-laws. With the exception of the Chief Executive Officer/Executive Director, officers shall be elected at each Annual Meeting and each officer shall hold office for a term of two years and until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal. No officer shall serve as such for more than two consecutive terms, unless otherwise approved by (i) the Nominating Committee and (ii) the vote of a majority of the Board of Trustees then in office. Any officer may resign at any time by giving written notice to the Chair and Chief Executive Officer. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed by the Board of Trustees by a majority vote with or without cause, which removal is effective on such vote. Vacancies among the officers of the Foundation may be filled by the Board of Trustees at any regular or special meeting of the Board or by unanimous written consent.

7.2 Powers and Duties. The powers and duties of the officers of the Foundation in the management of the affairs, property and business shall, subject to the control of the Board of Trustees, all include duties incident to the applicable office, as from time to time assigned by the Board of Trustees, in addition to the following:

7.2.1 Chair. The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees at which he or she is present. The Chair shall be an ex-officio voting member of all committees. No employee of the Foundation shall serve as Chair or hold any other title with similar responsibilities. The Chair shall assign to all other officers and committee chairs such duties as may be necessary in addition to those specifically prescribed by the by-laws. The Chair at any Board of Trustees meeting or at any special meeting of the Board of Trustees may postpone a particular vote or action until the next meeting by oral or written notice.

7.2.2 Executive Chair. As a partner to the Chair, the Chief Executive Officer and other members of the Board of Trustees, the Executive Chair shall provide leadership support and sustain the work of the Foundation. The Executive Chair shall provide governance leadership and strategic fundraising support, and shall perform such other duties from time to time.

7.2.3 Vice Chair. A Vice Chair designated by Chair shall preside at all meetings of the Board of Trustees at which the Chair is not present. The Vice Chair shall have such powers and discharge such duties as may be assigned from time to time by the Board of Trustees.

7.2.4 President. When the Chair is not presiding at the meetings of the Board of Trustees, and if no Vice Chair has been designated by the Chair or if the Vice Chair fails to preside, the President shall

preside at all the meetings of the Board of Trustees and Executive Committee. If the President fails to preside, the Board of Trustees shall appoint a Trustee to preside. The President shall assign to all other officers and committee chairs such duties as may be necessary in addition to those specifically prescribed by the by-laws. He or she shall perform all the duties which pertain to the office of President and shall perform such other duties as from time to time may be assigned by the Board of Trustees, the Executive Committee or the Chair.

7.2.5 Vice President. The Vice President shall exercise the functions of the President during the absence or disability of the President. In the absence or disability of both the President and Vice President, the Secretary shall exercise the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned from time to time by the President or, in the event of the absence of the President, by the Board of Trustees.

7.2.6 Treasurer. The Treasurer, with the assistance of the Chief Executive Officer and any appointed CPA firm of the Foundation, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation, and shall deposit or cause to be deposited all moneys, evidence of indebtedness and other valuable documents of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board of Trustees may designate. At the Annual Meeting and whenever else required by the Board of Trustees, the Treasurer shall render a statement of the Foundation's accounts. He or she shall at all reasonable times exhibit the Foundation's books and accounts to any officer or Trustee of the Foundation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Chair and the Board of Trustees.

7.2.7 Secretary. The Secretary shall be responsible for the giving and serving of all notices of the Foundation and the recording all minutes of the meetings of the Board of Trustees and Executive Committee. He or she shall have charge of the corporate seal and shall perform such other duties as pertain to the office of Secretary.

7.3 Other Agents. The Board of Trustees may appoint from time to time such agents as it shall deem appropriate, each of whom shall hold office at the pleasure of the Board of Trustees, and shall have such authority and perform such duties as the Board of Trustees may from time to time determine.

7.4 Compensation of Officers, Employees and Agents. Subject to the Foundation's Conflict of Interest Policy, the Board of Trustees shall (i) evaluate the performance and compensation of the Executive Director / Chief Executive Officer annually; and (ii) determine, or delegate to the Chair or other officer to determine, the compensation of all other officers, employees and agents of the Foundation (acting in such capacities).

ARTICLE VIII EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER

8.1 Executive Director/Chief Executive Officer. The Board may authorize the engagement and contracting of an Executive Director or Chief Executive Officer (for purposes of these by-laws, the term "Chief Executive Officer" shall refer to either of an Executive Director or a Chief Executive Officer) of the Foundation, who may, but need not be a Trustee or officer. The Chief Executive Officer shall have general control of the work of the Foundation subject to the direction to the Chair and Board of Trustees, and shall report to the Chair and Board of Trustees at each meeting. The Chief Executive Officer shall present an annual report along with the President and Treasurer at the Annual Meeting of Trustees of the Foundation concerning the work and fiscal health of the Foundation for the year preceding such meeting.

8.2 Duties and Responsibilities. The responsibilities of the Chief Executive Officer shall be set by the Chair and the Board of Trustees at the time that such Chief Executive Officer is hired and may be modified from time to time in the discretion of the Chair and the Board of Trustees, subject, however, to any contractual undertakings between the Foundation and the Chief Executive Officer. Subject to any contrary or different responsibilities and authority which may be specified by the Chair or the Board or set forth in any agreement between the Foundation and the Chief Executive Officer, the Chief Executive Officer shall:

8.2.1 be in charge of the operations, business, and property of the Foundation and maintain oversight of all of its activities;

8.2.2 be responsible for implementing the policies established by the Board of Trustees;

8.2.3 provide liaison between the Board of Trustees and the personnel of the Foundation (both paid and volunteer);

8.2.4 report (in writing and/or in person) at each meeting of the Board of Trustees and the Executive Committee at each on the activities of the Foundation;

8.2.5 organize the administrative functions of the personnel of the Foundation and the responsible, within guidelines established by the Board of Trustees, for selecting, hiring, controlling and discharging personnel and developing and maintaining personnel policies and practices;

8.2.6 represent to the Foundation to the public and the professional communities; and

8.2.7 perform any other duty within the express or implied terms of the Chief Executive Officer's duties under these by-laws and any employment agreement that may be necessary for the best interests of the Foundation.

ARTICLE IX

CONTRACTS, CHECKS AND NOTES

9.1 Contracts, etc. Unless the Board of Trustees shall otherwise specifically direct, all deeds, transfers, assignments, agreements, contracts, obligations and other instruments in writing requiring execution by the Foundation may be executed in the name of the Foundation by the Chair or Chief Executive Officer of the Foundation; provided however, any deeds, transfers, assignments, agreements, contracts, obligations and other instruments related to the Foundation in excess of Fifty Thousand Dollars (\$50,000) or longer than one (1) year must be executed by both the Chair and the Chief Executive Officer, unless otherwise designated by the Board of Trustees.

9.2 Checks and Notes. All checks, drafts, bills of exchange and promissory notes and other negotiable instruments of the Foundation must be authorized in accordance with the procedures set forth in the Foundation's Internal Fiscal Control Manual.

ARTICLE X

PURCHASE AND DISPOSITION OF REAL PROPERTY

10.1 Purchase of Real Property. The Foundation shall not purchase real property unless such purchase is authorized by the vote of a majority of the Board of Trustees or of a majority of a committee authorized by the Board of Trustees, provided that if such property would, upon purchase thereof, constitute all, or substantially all, of the assets of the Foundation, then the vote of two-thirds (2/3) of the

entire Board of Trustees shall be required, or, if there are twenty-one (21) or more Trustees, the vote of a majority of the entire Board of Trustees shall be sufficient.

10.2 Disposition of Real Property. The Foundation shall not sell, mortgage, lease, exchange, or otherwise dispose of its real property unless authorized by the vote of a majority of the Board of Trustees or of a majority of a committee authorized by the Board of Trustees; provided that if such property constitutes all, or substantially all, of the assets of the Foundation, then the vote of two-thirds (2/3) of the entire Board of Trustees shall be required, or, if there are twenty-one (21) or more Trustees, the vote of a majority of the entire Board of Trustees shall be sufficient.

ARTICLE XI
INDEMNITY

11. Indemnification of Trustees, Officers and/or Committee Members. The Foundation shall indemnify each Trustee and officer (or, if deceased, his or her personal representatives), and the Foundation shall advance his or her expenses, in the manner and to the full extent authorized or permitted under the N-PCL, and, except as restricted by law, the Foundation may provide additional indemnification pursuant to agreement, action of the Board of Trustees, provision of these by-laws or otherwise. The right to be indemnified or to the advancement or reimbursement of expenses pursuant to these by-laws is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof or of any such resolution were set forth in a separate written contract between the Foundation and such person, and shall continue to exist after any rescission or restrictive modification hereof or of any such resolution with respect to events occurring prior thereto.

ARTICLE XII
AMENDMENTS

12. Amendment. Except as otherwise required by Section 709 of the N-PCL or other provisions of applicable law or by these current by-laws provisions, Articles and Sections of these by-laws may be amended, added to or repealed by the vote of a majority of the entire Board of Trustees, provided written notice of the proposal to amend and a copy of the proposed amendment shall have been given to the Board of Trustees at least ten (10) days prior to such meeting in accordance with the notice procedures set forth herein in Section 4.13.

**CERTIFICATE BY SECRETARY OF ADOPTION
OF AMENDED AND RESTATED BYLAWS**

OF

T.J. Martell Foundation for Cancer Research

The undersigned, Ruby Marchand, as Secretary of T.J. Martell Foundation for Cancer Research, a New York not-for-profit corporation (the “Foundation”), hereby certifies the attached document is a true and complete copy of the Amended and Restated Bylaws of the Foundation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of June 28, 2021.

Ruby Marchand
Secretary