BYLAWS OF THE CONDUCTSCIENCE FOUNDATION

(An Illinois Not-for-Profit Corporation)

ARTICLE I – NAME AND PURPOSE

Section 1. Name The name of this corporation is The ConductScience Foundation (the "Corporation").

Section 2. Purpose The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation's specific purposes include, but are not limited to:

- **Conducting** scientific research in the public interest—including but not limited to biomedical, behavioral, and clinical research—and disseminating the results thereof to the public.
- **Providing** educational programs, training, workshops, and fellowships for students, researchers, and the general public.
- **Developing,** maintaining, and disseminating open-access tools, software, data repositories, and standards to promote scientific reproducibility and transparency.
- **Facilitating** collaboration and building partnerships among academic, clinical, industry, and community organizations to accelerate discovery and its translation for the public benefit.
- **Engaging** in any and all other lawful activities that further the Corporation's charitable, educational, and scientific purposes as permitted by law.

Section 3. Mission Lock These charitable purposes constitute the Corporation's permanent mission commitment. No amendment to this Article I, Section 2 shall be valid without the supermajority vote required by Article III, Section 10 of these Bylaws.

ARTICLE II – OFFICES

The principal office of the Corporation shall be located in the State of Illinois. The Board of Directors may change the principal office or establish additional offices as necessary or appropriate.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers The affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"). The Board is responsible for overall policy, strategic direction, and fiscal oversight and may delegate operational authority to officers, staff, or committees.

Section 2. Number and Qualifications The Board shall consist of not fewer than five (5) and no more than eleven (11) directors. All directors must support the mission and values of the Corporation. A majority of the Board must be "Independent Directors" as defined in the Corporation's Conflict of Interest Policy.

Section 3. Founder Seat The Founder, Dr. Shuhan He, shall hold one (1) Founder Seat on the Board with full voting rights. The Founder Seat may be filled or vacated solely by the Founder during his lifetime and shall automatically become a regular board seat upon his resignation or death.

Section 4. Term of Office Directors (other than the Founder Seat) shall serve staggered three-year terms and may be re-elected without limitation. To establish staggering, initial terms may be adjusted by resolution of the Board.

Section 5. Election and Removal Directors (other than the Founder Seat) shall be elected by a majority vote of the Board upon recommendation of the Governance and Nominating Committee. Any director may be removed for cause by a two-thirds (2/3) vote of the Board then in office, excluding the director concerned. Removal of the Founder Seat requires the written consent of the Founder. Vacancies shall be filled by majority vote of the remaining directors.

Section 6. Meetings

- **Regular Meetings:** Held at least quarterly.
- **Annual Meeting:** Held each year to elect officers and approve budgets and strategic plans.
- **Special Meetings:** May be called by the President or any two (2) directors with at least seven (7) days' notice.

Section 7. Quorum and Voting A majority of directors in office shall constitute a quorum. Unless otherwise specified in these Bylaws, decisions require a simple majority vote of those present.

Section 8. Participation by Remote Means Directors may participate in any meeting by teleconference or video conference, and such participation shall constitute presence in person.

Section 9. Compensation Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of their duties.

Section 10. Reserved Powers Requiring Supermajority Vote Notwithstanding any other provision of these Bylaws, the following actions shall require the affirmative vote of at least **two-thirds (2/3)** of all directors then in office: a. Amending the Corporation's charitable purposes as stated in Article I, Section 2; b. The sale, license, or transfer of substantially all of the Corporation's assets or intellectual property; c. Any merger, consolidation, or dissolution of the Corporation; or d. Changing the legal name of the Corporation.

ARTICLE IV – OFFICERS

Section 1. Officers and Duties The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may designate.

- **President:** Serves as Chair of the Board and chief executive officer, responsible for the general supervision of the Corporation's affairs.
- **Vice President:** Acts in the absence of the President and performs duties as assigned by the Board.
- **Secretary:** Maintains corporate records and minutes and ensures compliance with filing requirements.
- **Treasurer:** Oversees finances, budgets, and fiscal reports.

Section 2. Election and Term Officers shall be elected annually by the Board at the annual meeting and may be re-elected.

Section 3. Removal and Vacancies Any officer may be removed, with or without cause, by a majority vote of the Board. Vacancies shall be filled by Board vote for the unexpired term.

ARTICLE V – COMMITTEES

Section 1. Establishment The Board may establish standing or ad hoc committees as needed, including but not limited to Finance, Governance, and Programs Committees.

Section 2. Executive Committee The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and may act on urgent matters between Board meetings, subject to later ratification by the full Board.

Section 3. Governance and Nominating Committee The Board shall maintain a Governance and Nominating Committee to oversee board development, governance policies, and identify and recommend qualified candidates for Board and officer positions. This committee shall be **chaired by an Independent Director**, as defined in the Corporation's Conflict of Interest Policy.

Section 4. Committee Authority Committees operate under authority granted by the Board and shall report all actions at the next regular Board meeting.

Section 5. Advisory Committees and Scientific Advisory Board The Board of Directors may, by resolution, establish one or more advisory committees, including a Scientific Advisory Board (SAB), to provide expert advice and recommendations to the Board.

Members of such advisory committees shall be appointed by the Board and may include non-directors. These members shall not be considered directors of the Corporation, shall have no right to vote on any matter before the Board, and shall not be bound by the fiduciary duties of directors. Their function shall be purely advisory.

ARTICLE VI – CONFLICT OF INTEREST

The Board shall adopt and maintain a written Conflict-of-Interest Policy consistent with IRS requirements. Any director, officer, or committee member with a potential conflict shall disclose the interest, recuse themselves from related deliberations, and abstain from voting. All such actions shall be documented in the minutes.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise determined by the Board.

ARTICLE VIII – CORPORATE RECORDS

The Corporation shall maintain correct and complete books, records of account, minutes, and a roster of directors and officers. All records shall be available for inspection by any director upon reasonable notice.

ARTICLE IX – INDEMNNIFICATION

To the fullest extent permitted by Illinois law, the Corporation shall indemnify any director, officer, employee, or volunteer acting in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

ARTICLE X – NONDISCRIMINATION

The Corporation shall not discriminate on the basis of race, color, religion, gender, sexual orientation, age, national origin, disability, or any other status protected by law in any of its activities or operations.

ARTICLE XI – AMENDMENTS

Except as provided below, these Bylaws may be amended by a two-thirds (2/3) vote of the directors then in office.

Written notice of any proposed amendment must be given to all directors at least seven (7) days prior to the meeting at which the vote is to be taken.

No amendment to Article III, Section 3 (Founder Seat) or Article III, Section 10 (Reserved Powers) shall be valid without the unanimous vote of all directors then in office.

ARTICLE XII – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for public purposes. No assets shall inure to the benefit of any private individual or for-profit entity.

CERTIFICATION

We, the undersigned, certify that we are the duly elected and acting President and Secretary of The ConductScience Foundation, and that the foregoing Bylaws were adopted as the Bylaws of the Corporation by the Board of Directors on this ___ day of ___________, 2025.

President Signature: ____________________________ Printed Name: ____________________________

Secretary Signature: ____________________________ Printed Name: ____________________________