

INDEMIC FOUNDATION PRIVATE FOUNDATION BYLAWS

ARTICLE I

NAME

1.01 NAME

The name of the corporation is inDemic Foundation. The business of the corporation may be conducted as inDemic or inDemic Foundation.

ARTICLE II

PURPOSES AND POWERS

2.01 NONPROFIT PURPOSE

inDemic is a non-profit corporation and is organized exclusively for scientific, educational, and charitable purposes, under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

2.02 SPECIFIC PURPOSE

The purpose of the corporation is to provide science-driven information on a wide range of pandemic solutions to help medical researchers, policymakers and the public make informed decisions, and to engage in other lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware.

The contents of the inDemic site, such as text, graphics, publications, and other materials created by inDemic are for informational purposes only. The content is not intended to provide medical advice, diagnosis, or treatment.

2.03 DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of inDemic, any assets lawfully available for distribution shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The organization to receive the assets of inDemic hereunder shall be selected by a majority vote of the Board.

ARTICLE III

MEMBERSHIP

3.01 MEMBERS

inDemic is a non-member corporation and has no members entitled to vote on any matter.

ARTICLE IV

BOARD OF DIRECTORS

4.01 NUMBER OF DIRECTORS

inDemic shall have a Board of Directors consisting of at least four and no more than fifteen including the following officers: the Chair, the Vice-Chair, the Secretary, and the Treasurer. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

4.02 POWERS AND REQUIREMENTS

The affairs of inDemic shall be managed by its Board of Directors. The Board is responsible for overall policy and direction of the organization.

4.03 TERMS

All directors shall be elected to serve a two-year term and are eligible for re-elections. The term may also be extended until a successor has been elected.

The typical term of office shall be considered to begin January 1 and end December 31 of the second year of office unless the term is extended until such time as a successor has been elected. Terms that begin after January 1 will also end December 31 of the second calendar year of office unless the term is extended.

4.04 ELECTIONS OF DIRECTORS

During the last quarter of each fiscal year of the organization, the Board of Directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place at any regular or special meeting during the fourth quarter. Directors may be elected or re-elected at any board meeting by a majority board vote.

4.05 VACANCIES

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. When the vacancy exists mid-term, the present board members shall nominate new members. These nominations shall be voted upon at the next board meeting. A majority vote will fill the vacancy.

4.06 REMOVAL OF DIRECTORS

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board Chair is empowered to excuse directors from attendance for a reason deemed adequate by the Board Chair. The Chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the Board Vice-Chair shall excuse the Chair. Or:
- (b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the Board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the Board.

4.07 BOARD OF DIRECTORS MEETINGS

(a) Regular Meetings. The Board of Directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the Board. Board meetings will typically be held via teleconference. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten days prior to the meeting date. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the Chair, Vice-Chair, Secretary, Treasurer, or any two other directors of the Board. Notice of any special meeting must be given at least two days in advance of the meeting. Notice shall include date, time, and place as decided by the director or directors to call the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Delaware law.

4.08 MANNER OF ACTING

(a) Quorum. A majority of current members of the Board of Directors present at a regular or special meeting, virtually or in person, shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Vote Distribution. Each director shall be entitled to one vote on each matter coming before the Board.

(c) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these Bylaws.

(d) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the Chair or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(e) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephone.

4.09 COMPENSATION FOR BOARD MEMBERS SERVICES

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

4.10 COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board's Conflict of Interest policy and state law.

4.11 PRIVATE INTEREST AND RECUSAL

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) recuse him/herself from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of directors without private interest determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

4.12 INFORMAL ACTION BY DIRECTORS

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed upon by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing.

ARTICLE V

COMMITTEES

5.01 COMMITTEE FORMATION

The Board may create standing or ad hoc committees as needed, such as fundraising, finance, public relations, scientific advisory etc. The Board Chair shall appoint all committee chairs.

5.02 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of the committees shall be governed by and held in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the frequency and time for regular meetings of committees may be determined wither by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternative members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

5.03 EXECUTIVE COMMITTEE

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

ARTICLE VI

OFFICERS

6.01 BOARD OFFICERS

The officers of the corporation shall be a Board Chair, Vice-Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. All officers must have the status

of active members of the Board. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by the resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice-Chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

6.02 TERM OF OFFICE

Each officer shall serve a two-year term and are eligible for re-elections. The term may also be extended until a successor has been elected. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 REMOVAL AND RESIGNATION

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 BOARD CHAIR

The Board Chair shall be the chief volunteer officer of the corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors.

6.05 VICE CHAIR

In the absence or disability of the Board Chair, the ranking Vice-Chair or Vice-Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice-Chair shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair.

6.06 SECRETARY

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

6.07 TREASURER

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the

corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 CONTRACTS AND OTHER WRITINGS

Except as otherwise provided by resolution of the Board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 CHECKS, DRAFTS

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.04 LOANS

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

7.05 INDEMNIFICATION

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the

director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as the director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director consistent with Delaware Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII

MISCELLANEOUS

8.01 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors, and a record of all actions taken by committees of the Board.

8.02 FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 CONFLICT OF INTEREST

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 NONDISCRIMINATION POLICY

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of inDemic not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, inDemic shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detail and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practices for US. Based Charities" is not mandatory, inDemic willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and

strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

inDemic shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 GENERAL GUIDELINES

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

inDemic may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance and to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

10.02 EXCEPTION FOR LITIGATION RELEVANT DOCUMENTS

inDemic expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors and employees should note the following general exception to any stated destruction schedule: *If you believe, or inDemic informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed.* That exception supersedes any previously or subsequently established destruction schedule for those records.

10.03 MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing applicable returns.

(c) Employment Records / Personal Records. State and federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and

pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases / Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development / Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(n) Electronic Mail. Email that needs to be saved should be either (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the email, as covered in Article 10.02(c).

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY

11.01 DOCUMENT DISCLOSURE

inDemic practices and encourages transparency and accountability to the general public by making full and accurate information about the mission, activities, finances, and governance publicly available. inDemic shall provide its Internal Revenue forms 990-PF and 1023, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge on its website, inDemic.org.

11.02 BOARD

All Board deliberations, minutes, and papers and materials considered by the Board shall be open to the public upon request following the meeting at which they were considered, except where the Board passes a motion to make any specific portion confidential.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 PURPOSE

inDemic requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of inDemic to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 REPORTING VIOLATIONS

If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of inDemic is in violation of law, a written complaint must be filed by that person with the Vice Chair or the Board Chair.

12.03 ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 RETALIATION

Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of inDemic and provides inDemic with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

inDemic shall not retaliate against any director, officer, staff or employees who in good faith, has made a protest or raised a complaint against some practice of inDemic or of another individual or entity with whom inDemic has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

inDemic shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of inDemic that the individual reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning health, safety, welfare, or protection of the environment.

12.05 CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 HANDLING OF REPORTED VIOLATIONS

The Board Chair or Vice Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

AMENDMENTS

13.01 ARTICLES OF INCORPORATION

The Board of Directors may amend the Articles of Incorporation in any regular or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting. All amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office, meaning a majority of all active members of the Board.

13.02 BYLAWS

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting, provided, however:

- (i) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and,
- (ii) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting; and,
- (iii) that all amendments be consistent with the Articles of Incorporation.

Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

CERTIFICATION OF ADOPTION OF BYLAWS

I hereby clarify that the above stated Bylaws of inDemic were approved by the inDemic Board of Directors on July 31, 2020 and constitute a complete copy of the Bylaws of the corporation.

Signature: *Douglas A Foster*

Name: Doug Foster, Secretary

Date: July 31, 2020