

NON-STOCK, TAX-EXEMPT CORPORATION BY-LAWS

BY-LAWS OF SHAMS FOUNDATION

A DELAWARE NON-STOCK CORPORATION  
QUALIFYING FOR NONPROFIT, TAX-EXEMPT STATUS

I. REGISTERED AGENT AND REGISTERED OFFICE; OFFICE LOCATIONS

I.1. **Name; Registered Agent and Registered Office.** The name of the organization is **Shams Foundation (EIN: 92-1570410)** (the “Corporation”). The registered agent and registered office of the Corporation in the State of Delaware shall be as set forth in the Certificate of Incorporation, as it may be amended.

I.2. **Principal and Other Offices.** The Board of Directors of the Corporation (the “Board” or “Board of Directors”) shall determine (and may change) the location of the Corporation’s principal office in its reasonable discretion; the Board may also cause the Corporation to have such other offices within or without the State of Delaware or the United States as it deems appropriate, in its reasonable and good faith discretion.

II. PURPOSE

II.1. **Specific Objectives and Purposes.** The specific objectives and purposes of this corporation shall be to solicit, collect and otherwise raise money and to provide surgical and medical support to individuals with congenital or traumatic anomalies of the face, improving their quality of life and ability to fully participate in society. Included are contributions to other entities or to institutions organized for the same or similar purposes; all of which shall be within the meaning of section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation shall be those set forth in the Certificate of Incorporation (the “Certificate”), as it may be amended.

II.2. **IRC Section 501(C) (3) Purposes.** The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the 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 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### III. BOARD OF DIRECTORS

III.1. **Board Powers and Number.** The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The number of directors shall be at least three (3) but no more than fifteen (15). Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term "Entire Board" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

III.2. **Election and Term of Office.** The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first Annual Meeting of the Director Members. Thereafter, to become a director, a person shall be nominated by a director and elected at a meeting of Director Members for the election of Directors. Directors shall hold office in perpetuity, and each shall serve until such director's death, resignation, or removal.

III.3. **Qualification for Directors.** Each director must be a natural person and shall be at least 18 years of age. The Board may set such other qualifications for directors as it deems necessary or appropriate, in its good faith discretion.

III.4. **Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next Annual Meeting of the Director Members or until such director's successor is elected or appointed and qualified.

III.5. **Removal.** Any director may be removed at any time by a vote of a majority of Director Members (excluding from the numerator and denominator the director(s) to be removed).

III.6. **Resignation.** Any director may resign from the Board at any time by giving prior written (or electronic) notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director. As set forth above, resignation as a director shall terminate the former director's Director Member status.

III.7. **Meetings.** The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as

determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

III.8. **Notice of Meetings.** Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than three (3) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than three (3) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

III.9. **Quorum.** At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

III.10. **Voting.** Except as otherwise provided by statute or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

III.11. **Meeting by Remote Communication.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, internet-based meeting forum, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

III.12. **Action without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

III.13. **Director Compensation.** Generally, the Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. However, the Board may determine to compensate one or more of the directors for their services as such, in its discretion. In addition, a director may receive compensation, in the Board's discretion, for

the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director such as, without limitation, service as an Officer of the Corporation.

#### IV. COMMITTEES

IV.1. **Executive Committee and Other Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have the ability to address those matters prohibited to be addressed by the full Board under the DGCL.

IV.2. **Quorum and Action by Committee.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

IV.3. **Alternate Members.** The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

#### V. OFFICERS, EMPLOYEES, AND AGENTS

V.1. **Officers.** The officers of the Corporation shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve, the composition of which may be determined by the Board or the President or such other Officer to whom the Board delegates such task. Any officer may but need not be a director or a General Member.

V.2. **Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board. The Board may set such qualification requirements for officers as it deems appropriate, and may cause the Corporation to set the terms of and enter into an executive employment agreement with any person

V.3. **Removal.** Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

V.4. **Resignations.** Any officer may resign at any time by giving at least ten (10) days' written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

V.5. **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

V.6. **President.** The President shall preside at all meetings of the Board and Director Members. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

V.7. **Vice President.** Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

V.8. **Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board and Director Members (or General Members, if so called) in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these by-laws. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

V.9. **Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.

V.10. **Employees and Other Agents.** The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

V.11. **Compensation.** Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, in its discretion.

## VI. EXECUTION OF INSTRUMENTS

VI.1. **Contracts and Instruments.** The Board, subject to the provisions of Section 9.01, may authorize any Officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity unless called upon by the terms of such instrument.

VI.2. **Tax Status-Related Filings.** The Board, subject to the provisions of Section 9.01, may authorize any Officer or other agent to make, complete, and file (or cause to be filed) any document

with any government agency, including the Internal Revenue Service and any filings necessary to cause the Corporation to become or to remain tax-exempt under the Internal Revenue Code.

VI.3. **Deposits.** The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board or any Officer, to whom the Board has delegated such power, may from time to time designate.

## VII. INDEMNIFICATION AND INSURANCE

VII.1. **Indemnification.** The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding with any third-party by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees. No indemnification may be made to or on behalf of any such person if, in the determination of the Board (excluding the affected director(s)), (a) his or her acts were committed in bad faith or were the result of his or her willful misconduct or active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained or sought to gain a financial or other benefit or other advantage or opportunity to which he or she was not entitled in connection with his or her actions or inactions in connection with service to the Corporation.

VII.2. **Insurance.** The Corporation shall have the power, but not the obligation, to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

VII.3. **Indemnification Agreements.** The Board may cause the Corporation to enter into agreements which provide for the contractual indemnification of directors, officers, employees, or third parties, including agents, service providers, consultants, tax advisors, and others. The Board may approve a form of such contract including indemnification (such as a form of employment agreement, consulting agreement, etc.) with implementation and execution of such agreements delegated to one or more Officers.

## VIII. INTERESTED PARTY TRANSACTIONS

VIII.1. **Conflict of Interest Policy.** The Board may determine to adopt a Conflict of Interest Policy governing situations where it faces a financial or other conflict or seeks to engage in an interested party transaction. For purposes of these by-laws, an "interested party transaction" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five (5) years preceding the transaction ("past director"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five (5) years preceding the transaction ("past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest. If such a policy is adopted, 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 Corporation's Conflict of Interest Policy.

VIII.2. **Approval other than Pursuant to Conflict of Interest Policy.** If the Board does not or has not yet developed a Conflict of Interest Policy, the Board may approve an interested party transaction with the consent or approval of a majority of the directors that are not involved in the

interested party transaction on a determination that the transaction (a) is in the best interests of the Corporation, (b) is fair to the Corporation and reasonable in its terms, (c) is in alignment with or not opposed to the Corporation's mission and charitable objectives, and (d) does not create an appearance of impropriety that might impair Member or public confidence in, or the reputation of, the Corporation (even absent any actual conflict or wrongdoing). The Board shall make a written record of its decision-making process in connection with an interested party transaction.

## **IX. AMENDMENTS**

IX.1. These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-laws so adopted, amended, or repealed, together with a concise statement of the changes made.

## **X. NON-DISCRIMINATION**

X.1. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

## **XI. REFERENCE TO CERTIFICATE OF INCORPORATION**

XI.1. References in these by-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof as of the relevant time unless specifically otherwise stated by these by-laws. In the event of a conflict between the Certificate of Incorporation and these by-laws, the Certificate of Incorporation shall govern.

## **XII. GENERAL PROVISIONS**

XII.1. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

XII.2. **Seal.** The Corporation is not required to have a corporate seal. Should it determine to use a seal, the corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and such other terms as are required. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

XII.3. **Books and Records.** The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws and all prior versions thereof (if and as applicable), all resolutions and written consents of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

**XII.4. Records Retention and Destruction Policy.** The Corporation may adopt such recordkeeping policies and procedures as necessary for its business, regulatory, and tax-exempt status.

**XII.5. Annual Returns; Necessary Filings.** The Entire Board shall review the Corporation's annual filing(s) with the Internal Revenue Service prior to it being filed. The Board may delegate to one or more Officers the preparation of filings and reports related to the Corporation's tax-exempt status or any other matter, subject to the Board's oversight, and may employ consultants or advisers, including legal or tax counsel, in connection with the preparation and/or review of such material(s).

**XII.6. Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

\* \* \* \* \*