

**AMERICAN ARAB ASSEMBLY OF CELLULAR THERAPEUTICS AND
TRANSPLANTATION, INC.**

BYLAWS

**ARTICLE I. NAME, ARTICLES OF ORGANIZATION, PURPOSE, LOCATION,
CORPORATE SEAL, AND FISCAL YEAR**

1. Name. The name of the Corporation shall be American Arab Assembly of Cellular Therapeutics and Transplantation, Inc.
2. Articles of Organization. These Bylaws, the powers of the Corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.
3. Purpose. American Arab Assembly of Cellular Therapeutics and Transplantation, Inc. (“the Corporation”) shall be organized and operated exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, among its members to promote social and cultural interactions as well as scientific interaction with national and international societies such as the American Society for Transplantation and Cellular Therapy (ASTCT), International Academy for Clinical Hematology (IACH) and others, to serve as a platform for education and international outreach, to specifically foster collaborations among its members and medical communities in their home countries, and to engage in any and all lawful activities, that may be incidental or necessary to any of the foregoing purposes, and to have, and exercise all other powers and authority now or hereafter conferred upon corporations organized pursuant to Chapter 180 of the Massachusetts General Laws.
4. Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at 156 Depot Road, Harvard, MA 01451. The Directors may change the location of the principal office in the Commonwealth Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
5. Corporate Seal. The Directors may adopt and alter a seal of the Corporation.
6. Fiscal Year. The fiscal year of the Corporation shall end on December 31 in each year unless the Directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

ARTICLE II MEMBERS

1. As set forth in the Articles of Organization, the Corporation shall initially have no Members. The Board may at any time, in its sole discretion, adopt policies and procedures for appointment of Members and/or the application process for and conditions of membership. No person or entity may become a Member, however, if its membership would in any way frustrate, negate, or violate the Corporation's charitable purposes, as set forth in these Bylaws and defined by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III BOARD OF DIRECTORS

1. Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation.
2. Number and Election. The Board of Directors (the "Board") shall consist of no less than three (3) and no more than fifteen (15) individuals (collectively "Directors" and each a "Director"). At any special or regular meeting, the Board may increase or decrease the number of Directors by a vote of a majority (more than 50%) of the Directors in attendance at such meeting. Any election of a Director shall be determined by a majority (more than 50%) of the votes cast by the Directors entitled to vote at the meeting, unless otherwise specified in these Bylaws. In the event of a vacancy prior to the normal completion of a term, the President shall appoint a replacement for the duration of the unexpired term.
3. Term of Office. Each regular Director shall hold office for a term of three (3) years or until their successors are elected, and the Directors shall serve staggered terms such that between one (1) to five (5) Directors are elected each year depending upon the size of the Board. No Director shall serve more than three (3) consecutive terms, in addition to the unexpired portion of a term for which he or she was elected to fill a vacancy; provided, however, that a Director who has reached his or her term limit is eligible for further election and service as a Director upon the unanimous vote (100%) of the remaining Directors to waive such term limit.
4. Committees. The Directors may elect or appoint committees and may delegate to any such committees any or all of their powers, provided that any such committee shall consist solely of Directors (unless otherwise agreed-upon by a majority vote of the Directors). Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.
5. Annual Meeting. The annual meeting of the Board shall constitute the annual meeting of the Corporation. The annual meeting shall be held at a location within or outside the Commonwealth of Massachusetts, which shall be determined by the Board.
6. Regular Meetings. Regular meetings of the Directors may be held at such places and at such times as the Board may determine, and in accordance with the notice requirements set forth herein.

7. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President or a majority (more than 50%) of the Directors.
8. Meeting Notice and Agenda. The Secretary shall notify each Director by electronic mail of the time and place of any meeting of the Directors. Notice shall include the time and place of the meeting and shall be provided at least thirty (30) days in advance of the meeting. Any Director may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because he or she or another Director was not properly notified of the meeting.

The agenda for annual and regular meetings shall be determined and prepared by the President. The agenda for special meetings shall be determined and prepared by the President or Directors who called for the special meeting. Every agenda shall include, but not be limited to, a clear, non-biased explanation of each and every issue which the Directors shall vote on at the meeting. The Secretary shall send the agenda for each annual and regular meeting to all Directors via electronic mail at least ten (10) business days before the meeting and shall send the agenda for each special meeting to all Directors via electronic mail as soon as possible.

9. Quorum. A majority (more than 50%) of the number of Directors constituting the full Board shall constitute a quorum for voting purposes at a meeting but a lesser number may by majority (more than 50%) vote to adjourn the meeting.
10. Action by Vote. When a quorum is present at any meeting, a majority (more than 50%) of the Directors present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.
11. Action by Electronic Vote. A Director may, by electronic mail or other means, vote on any action required or permitted for vote at any meeting of the Directors. To do so, a Director shall submit his vote on the action by electronic mail or other means to the President. A Director may submit his vote by electronic mail or other means at any time between his or her receipt of the meeting agenda from the President and two (2) hours before the meeting is scheduled to begin. No vote received by electronic mail or other means later than two (2) hours before the meeting is scheduled to begin shall be counted. A Director who submits his or her vote by electronic mail or other means may change or rescind his or her vote by electronic mail or other means at least two (2) hours before the meeting is scheduled to begin. A Director may also change or rescind a vote that he or she submitted by electronic mail or other means by appearing in person or via proxy at the meeting itself.
12. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, Directors, and members of any committee hereunder, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time, and participation by such means shall constitute presence in person at a meeting.

13. Voting by Proxy. Any Director may appoint a proxy to attend and represent the Director at any meeting of the Board and exercise the Director's voting rights on any matters or issues discussed or voted on by the Board at said meeting. Any vote cast by such a proxy shall be given full force and effect as though the Director had attended the meeting and cast the vote himself or herself. To designate a proxy, the Director must complete and execute a written proxy form, which shall be prepared by the Secretary and made available to any Director upon request. A copy of the completed, executed written proxy form shall be given to the proxy to bring to the meeting for presentation to the Board. A proxy must be another Director who will be present at the meeting. The presence of a proxy at a meeting does count in the determination of a quorum.
14. Action Via Unanimous Written Consent. In lieu of voting at a meeting, the Directors may exercise their power to manage any aspect of the Corporation's affairs by unanimous (100%) consent. Such unanimous consent must take the form of a written resolution which shall be circulated amongst and reviewed by each Director. Once signed by all Directors, the written resolution shall carry the same force and weight as a resolution or vote approved at a meeting, pursuant to all other terms of these Bylaws. A written resolution may be circulated in PDF format by electronic mail and may be signed and returned in counterparts.

ARTICLE IV OFFICERS AND AGENTS

1. Numbers and Qualifications. The Officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and such other Officers, if any, as the Directors may determine. An Officer may, but need not, be a Director. An individual may hold more than one office at the same time.
2. Election. The President, Vice President, Treasurer, Secretary, and any other Officer shall be elected by majority (more than 50%) vote of the Directors.
3. Tenure. The President, Vice President, Treasurer, and Secretary shall each hold office for three (3) year or until their successors are elected.
4. President and Vice Presidents. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, (s)he shall preside, when present, at all meetings of Shareholders and of the Directors. Any Vice President shall have such duties and powers as the Directors may from time to time designate.
5. Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Corporation, and shall be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of the Corporation's books of accounts and accounting records, and of its accounting procedures. It shall be the duty of the Treasurer, under the oversight of the

Board, to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. The Treasurer shall have such other duties and powers as designated by the Directors and may hire a professional accountant to assist in these duties.

Further, the Treasurer shall assist the President in his or her duties and the management of the Corporation, and shall perform all duties and exercise all powers of the President when the President is absent, indisposed, or otherwise unable to act in the above-prescribed capacity. In the event that the President is no longer able to serve, the Treasurer will fulfill the role of the President for the remainder of the term.

6. Secretary. The Secretary shall record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose and which shall be kept within the Commonwealth at the principal office of the Corporation or at the office of the Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and these Bylaws and names of all Directors and the address of each. If the Secretary is absent from any meeting of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

ARTICLE V RESIGNATIONS, REMOVALS, AND VACANCIES

1. Resignations. Any Director or Officer may resign at any time by delivering his/her resignation in writing, including via electronic means, to the President. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
2. Removals. A Director or Officer may be removed with or without cause by a Super Majority vote (at least 66%) of the Board.
3. No Right to Compensation. No Director or Officer resigning, and no Director or Officer removed, shall have any right to any compensation as such Director or Officer for any period following his or her resignation or removal, or any right to damages on account of such removal.
4. Vacancies. Any vacancy in the Board, including a vacancy resulting from the enlargement of the Board, and any vacancy of an Officer, shall be filled by the Board pursuant to the vote of a majority (more than 50%) of the Directors. Each such successor shall hold office for the unexpired term. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VI CONFLICT OF INTEREST POLICY

1. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and/or charitable organizations.
2. Definitions.
 - a. Interested Person. Any Officer, Director, or member of a Board Committee, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
 - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. As set forth herein, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.
3. Procedures.
 - a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and/or committee with considering the proposed transaction or arrangement.
 - b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
 - c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote (at least 50%) of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of Conflict of Interest Policy.

- i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceeding. The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements. Each Officer, Director, or member of a Board Committee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. Use of Outside Experts. When conducting the periodic reviews, as provided for herein, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII EXECUTION OF PAPERS

1. Contracts. The Board may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. Checks and Drafts. Any check, draft, or other order for the payment of money issued in the name of the Corporation which is of an amount that is less than Ten Thousand Dollars (\$10,000.00) shall be signed by at least one of the following individuals: The President, the Treasurer, and/or the Secretary. Any check, draft, or other order for the payment of money issued in the name of the Corporation which is of an amount that is Ten Thousand Dollars (\$10,000.00) or greater shall be signed by, and the opening of a bank account in the name of the Corporation must generally be approved in writing by, at least two of the following individuals: The President, the Treasurer, and/or the Secretary. Any signature or written approval required pursuant to this Section may be provided electronically pursuant to a process to be determined by the Board.

ARTICLE VIII PERSONAL LIABILITY

1. No Personal Liability. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Directors and Officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened while in office or thereafter, by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that, as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Corporation, after notice that it involves such indemnification; (a) by a disinterested majority of the Directors then in office, or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the Corporation.

Expenses including counsel fees reasonably incurred by any such Director or Officer in connection with the defense or disposition of any action, suit, or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Director or Officer to repay amounts so paid to the Corporation if he or she shall be adjudicated to not be entitled to such indemnification under Chapter 180 of the Massachusetts General Laws. The right of indemnification hereby provided shall not be exclusive or affect any other rights to which any Director or Officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which Director or Officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Directors" and "Officers" shall mean those individuals serving in the capacity as Directors and Officers of the Corporation pursuant to and in compliance with these Bylaws and shall include their respective heirs, executors, and administrators, and an "Interested Director" is one whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

ARTICLE IX AMENDMENTS

1. Amendments. These Bylaws may be altered, amended, or repealed in whole or in part at any meeting by Super Majority (at least 66%) vote of the Directors then in office. Notice of the meeting and vote regarding these Bylaws must be provided to each Director with these Bylaws.

ARTICLE X PROHIBITED TRANSACTION

1. Prohibited Transactions. The Corporation shall not carry on any activity or exercise any of the above-noted powers not permitted to be carried on (i) 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 (ii) 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.

ARTICLE XI ACTIVITIES AND DISSOLUTION

1. Activities. The Corporation is organized and shall be operated exclusively for charitable purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of the assets of the Corporation and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, 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 herein. 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. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall be a public charity, as opposed to a private foundation, under Section 501(c)(3) of the Internal Revenue Code.

2. Dissolution. Upon the dissolution of the Corporation, the Corporation's 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.

ARTICLE XII CONFLICTING PROVISIONS

1. Articles of Organization Shall Govern. In the event any provision or provisions of these Bylaws is in conflict with any provision or provisions in the Corporation's Articles of Organization, the provisions in the Articles of Organization shall govern.