

BYLAWS
of
CONCUSSION IN SPORT GROUP, INC.
A Delaware Nonprofit Corporation

ARTICLE 1 - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Delaware Corporation and Business Entity Laws, as amended.
- (b) “Corporation” means Concussion in Sport Group, Inc.
- (c) “Board” means the Board of Directors of the Corporation.
- (d) “Director” means any individual serving on the Board.
- (e) “Officer” means the President, Past President, President-elect, Secretary or Treasurer of the Corporation
- (f) “Executive Committee” is comprised of the Officers of the Board.

ARTICLE 2 - PURPOSES

Section 2.1. Purposes.

The purposes of the Corporation are set forth in its Certificate of Incorporation.

ARTICLE 3 - OFFICES

Section 3.1. Offices.

The registered office of the Corporation shall be located in Delaware. The Corporation may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - SEAL

Section 4.1. Seal.

The Corporation may use a Corporate Seal.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.1 Board Composition

All members of the Board of Directors are considered Directors. **The Board of Directors is** comprised of Officers, Members at Large and Additional Members

- (a) Officers: The Officers shall consist of a President, the Past President, a President-elect, a Secretary, and a Treasurer. Officers comprise the “Executive Committee.”
- (b) Members at Large: The number of Members-at-Large shall be determined by the Board based on the needs of the Organization.
- (c) Additional members: The Board may co-opt members at any time who must then be voted on by the membership at the next general meeting of the Corporation.

Section 5.2 Roles and Responsibilities.

The Board of Directors shall manage all the business and affairs of the Corporation. The Board shall have all powers and responsibilities conferred upon the Board of a nonprofit corporation by the state of Delaware, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees, sections, representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be the action or policy of the Society unless and until it is adopted, ratified, or approved by the Board. The majority of Board members must be United States citizens.

Section 5.3 Qualifications of Directors.

Each Director shall be a natural person at least 18 years of age who need not be a resident of Delaware. Directors must be a full Member in good standing with the organization. A majority

of Directors must be citizens of the United States of America but are not required to reside in the U.S.A.

Section 5.4 Term of Office.

Each director will serve for a term of two years. The President-Elect will serve for a term of two years after which the elected individual will succeed to the office of President. The President will serve for a term of two years, after which the elected individual will succeed to the office of Past President for a two-year term. The Secretary and Treasurer will each serve a term of two years. Members at large will each serve a two-year term.

No individual may serve on the Board for more than two consecutive terms in the same office, or more than three consecutive terms in different positions commencing with the ratification of these Bylaws.

Section 5.5 Elections

Election of Directors, including Officers, will be conducted by secure electronic voting in advance of the annual membership meeting when there are open board positions. All eligible members will be invited to vote on a slate of candidate(s) for open board positions under procedures established by the Executive Committee. An affirmative vote of a majority of the eligible voting members shall be required for election to any position on the Board, except that if there are more than two candidates for one position, a plurality vote of the voting members voting shall be sufficient for election to that position. Voting shall not be cumulative.

Section 5.6 Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors, even if less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 5.7 Removal of Directors.

Any Director may be suspended from office by a majority vote of the Board at any meeting of the Board. If suspended, the Board must appoint a committee to investigate the actions, of which the suspended Board member can elect, in person or by proxy, to address the findings of the investigation. Following completion of the investigation and rebuttal, the Board may remove the suspended Board member by majority vote. The suspended Board member is not eligible to vote.

Section 5.8 Resignations.

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 5.9 Compensation of Directors.

The members of the Board act voluntarily and will not receive a compensation for such voluntary office. They may be reimbursed for any out-of-pocket expenses reasonably incurred in the normal function of their Corporation duties.

Section 5.10 Voting Rights.

Each member of the Board shall be entitled to one vote.

ARTICLE 6 OFFICERS

Section 6.1. Number.

The Officers of the Corporation shall include a President, Past President, a President-elect, a Secretary, and a Treasurer.

Section 6.2. Qualifications of Officers.

The Officers shall be natural persons at least 18 years of age who need not be a resident of Delaware. Officers must be full Members in good standing with the organization

Section 6.3. Term of Office.

Each officer shall serve for terms set forth in section 5.4. Officers shall serve their terms until their successor has been elected and qualified, or until their term ends due to death, resignation, or removal.

Section 6.4. Removal of Officers.

Any Officer may be suspended from office by a majority vote of the Board at any meeting of the Board. If suspended, the Board must appoint a committee to investigate the actions, of which the suspended Board member can elect, in person or by proxy, to address the findings of the investigation. Following completion of the investigation and rebuttal, the Board may remove the suspended Board member by majority vote. The suspended Board member is not eligible to vote.

Section 6.5 Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 6.6 The President.

~~The President shall be the chief officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall chair all meetings of the Board and Executive Committee unless otherwise stated in Article 9. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board. Following a two-year term as President, the elected individual will succeed to the office of Past President for a two-year term.~~

Section 6.7 The President-elect.

~~In the absence of the President, the President-Elect shall preside at all meetings of the Corporation and act as Chair of the Board. They shall receive the reports from committee chairs twice per year and convey them to the Executive Committee at regularly scheduled meetings. In general, the President-Elect shall perform other such duties as requested of them by the Executive Committee or the President. Following a two-year term as President-Elect, the elected individual will succeed to the office of President for a two-year term.~~

Section 6.8 Immediate Past President

~~Upon completion of a two-year term the President will assume the role of Immediate Past President for a two-year term. The Immediate Past President will assume duties as assigned by the President and Executive Committee.~~

Section 6.9 The Secretary.

The Secretary shall attend all meetings of the Board. The Secretary shall record and archive all votes of the Board and the minutes of the meetings of the Board. Meeting minutes and votes are available upon written request by any Member of the organization.

The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

Section 6.10 The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 6.11 Compensation of Officers

Members of the Board act voluntarily and will not receive a compensation for such voluntary office. They may be reimbursed for any out-of-pocket expenses reasonably incurred in the normal function of their Corporation duties.

ARTICLE 7 - MEMBERS

Section 7.1: Classes of Members

~~There shall be three (3) classes of members: Full Members, Associate Members, and Affiliate Members. All members of the Corporation shall be subject to the Bylaws of the Corporation and to any subsequent revisions or amendments.~~

~~Additional membership classes may be put forth by the Board at any time and confirmed by the membership as an amendment to these Bylaws in accordance with Article 18.~~

Section 7.2 Members

~~Full Members shall have voting rights in the Corporation. These voting rights shall be limited to electing the Members of the Board of Directors under section 5.5 of these Bylaws, and to amend these Bylaws in accordance with Article 18.~~

~~A Full Member shall have completed a terminal degree in their respective field of study as set forth by their respective countries or provincial laws. Full Members will have at least 3 years of post-degree professional experience.~~

~~A Full Member with a primary clinical focus must meet the criteria below:~~

- ~~a. Current clinical practice related to sports-related brain injury and~~
- ~~b. Continuing education related to sports-related brain injury.~~

OR

A Full Member with a primary research focus must meet the criteria below:

- a. Evidence of a terminal degree or post-doctoral training and at least 3 years of post-degree professional experience.
- b. Current research with scholarly, peer-reviewed articles relevant to the area of sports-related brain injury.
- e. Continuing education related to sports-related brain injury.

Section 7.3 Associate Members

Associate Membership in the Corporation is open to anyone with professional experience, including trainees, in areas related to brain injury who does not meet the criteria for Full membership.

Associate Members do not have voting privileges and may not hold office, but may be members of committees.

Section 7.4 Affiliate Members

Affiliate membership is open to anyone who does not meet criteria for membership at other membership levels.

Affiliate Members do not have voting privileges, may not hold office and may not be members of standing committees.

Section 7.5 Membership Applications

Applicants for Membership in the Corporation must complete an application for membership and submit the required materials to the Membership Committee for review and consideration. Upon review and consideration of applicant materials, the Membership Committee shall nominate eligible applicants, including recommended membership class, to the Board who shall make the final determination whether to accept the recommendation and award membership status.

Section 7.6 Voting Rights.

Each Full Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Associate and Affiliate Members are not eligible to vote.

Section 7.7 Dues, Fees, and Assessments

The dues, assessments, and other fees for each class of membership shall be established annually by the Executive Committee.

Annual dues shall be established on the basis of the calendar year. The dues for a year shall be payable on the first of November of the previous year and shall be considered delinquent if not paid by March 1 of the current year. Assessments and fees shall be payable at the time or times that the Executive Committee shall determine.

Section 7.8 Termination of Membership

A Member or Associate Member whose required dues, assessments, or other fees for a calendar year are not paid by March 1 of that year shall be considered "delinquent." With appropriate notice, membership benefits and services will be suspended at that time.

The membership in the Corporation of a delinquent member whose dues, fees, and assessments for a year are not paid in full by December 31 of that year shall be considered for termination during the next Executive Committee meeting.

Once a delinquent Member or Associate Member is dropped from membership, they must pay all back dues and reapply to be reinstated. Either action must receive the approval of the Executive Committee.

Membership may be suspended while a member is under investigation for gross negligence, academic misconduct or similar concerns. Following completion of an investigation, the Board will vote to reinstate or terminate membership.

ARTICLE 8 - COMMITTEES

Section 8.1 Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of a Chair appointed by Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers set forth by the Board, except that no committee shall have any power or authority as to the following:

- (a) The removal of a Director;
- (b) The filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board; or
- (e) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 7.2. Term.

Each committee of the Board shall serve at the pleasure of the Board.

Section 7.3. Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by a Member appointed by the Board and function according to the expectations and direction of the Board. Each committee shall keep regular minutes of its proceedings and submit the same to the Board following each meeting. Each committee shall determine its times and places of meetings.

ARTICLE 9 MEETINGS OF THE BOARD OF DIRECTORS

Section 9.1 Place of Meetings.

The Board may hold its meetings at such places as the Board may determine or as may be designated in the notice of the meeting.

Section 9.2 Annual Meeting of the Board

Unless the Board provides by resolution for a different time, the annual meeting of the Board, shall be held each year on such date and at such time as determined by the Board. Meetings may be in-person or virtual.

Immediately after each annual election of members of the Board, the newly constituted Board shall meet without prior notice at the place where the election was held, or at any other place and time designated in a notice given as provided in Section 10.1, for the purposes of organization, appointment of additional Officers as provided in these Bylaws and the transaction of other business.

Section 9.3 Regular Meetings.

The Board may hold regular meetings at such place and time as shall be designated by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 9.4 Special Meetings of the Board.

The President or any two members of the Board may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Board member pursuant to Section 10.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

Section 9.5 Quorum.

A majority of Board members shall constitute a quorum for the transaction of business. The acts of a majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board.

Section 9.6 Participation in Meetings.

One or more Board members may participate in a meeting of the Board or a committee thereof by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9.7 Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the President-elect. If the President and the President-elect cannot attend, the meeting should not be held. In cases of rare emergency when the President and President-elect are unable to attend, the Secretary shall preside over the meeting.

ARTICLE 10 NOTICE

Section 10.1 Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class mail, facsimile or electronic mail transmission, to their address (or to their telex, TWX or facsimile number, or electronic mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by them to the Corporation for the purpose of notice. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by these Bylaws. Except as otherwise provided by these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 10.2 Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 10.3 Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11 CONFLICTS OF INTEREST

Section 11.1 Interested Directors and Officers.

No contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or Officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE 12 STANDARD OF CARE

Section 12.1 Standard of Care; Justifiable Reliance.

A Director shall stand in a fiduciary relation to the Corporation and shall perform their duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- (c) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (d) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (e) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated

authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

Section 12.2 Presumption.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

Section 12.3 Notation of Dissent.

A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted their dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE 13 LIMITATION OF LIABILITY; INSURANCE

Section 13.1 Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (f) The Director has breached or failed to perform the duties of their office; and
- (g) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 13.2 Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a

director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 14 INDEMNIFICATION

Section 14.1 Representative Defined.

For purposes of this Article, "representative" means any Director or Officer of the Corporation.

Section 14.2 Third-Party Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that they are or were a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 14.3 Derivative and Corporate Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of the action if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section in respect of any claim,

issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 14.4 Employee Benefit Plans.

For purposes of this Article, “other enterprises” shall include employee benefit plans; “serving at the request of the Corporation” shall include any service as a representative of the Corporation that imposes duties on, or involves services by, the representative with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan shall be deemed “fines”; and action with respect to an employee benefit plan taken or omitted in good faith by a representative in a manner they reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Corporation.

Section 14.5 Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 14.2 or Section 14.3 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in those Sections. The determination shall be made:

- (h) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (i) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 14.6 Advancing Expenses.

The Corporation shall pay expenses (including attorneys’ fees) incurred in defending any action or proceeding referred to in Section 14.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 14.7 Supplementary Coverage.

The indemnification and advancement of expenses provided pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. Article 11 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However,

no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

(j) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or

(k) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 14.8 Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 14.9 Reliance and Modification.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, their right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 15 ANNUAL REPORT

Section 15.1 Annual Report.

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer, showing in appropriate detail the following:

(l) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(m) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.

(n) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the

date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(o) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 16 TRANSACTION OF BUSINESS

Section 16.1 Real Property.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 16.2 Intellectual Property

The Corporation shall make no sale, mortgage, lease away or otherwise dispose of its Intellectual Property, unless authorized by the vote of two-thirds (2/3) of the Board. If the Intellectual Property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 16.3 Negotiable Instruments.

All checks or demands for money and notes of the Corporation shall be signed by such officer or Officers as the Board may designate.

ARTICLE 17 CORPORATE RECORDS

Section 17.4 Corporate Records.

The Corporation shall keep (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and (c) appropriate, complete, and accurate ~~books or~~ records of account, at its registered office or at its principal place of business.

Section 18.1 Amendments.

The Bylaws of the Corporation may be amended upon two-thirds approval of a proposed amendment by the Directors and by two-thirds of the votes cast by the voting membership of the

Corporation, for which proper notice has been given and a quorum is participating (as defined by 51% of the voting membership of the Corporation) via secure electronic voting.

Adopted April 19, 2023.

The Board of Directors of the Concussion in Sport Group, Inc ("CISG") certify that the attached amendments to the bylaws of CISG were approved by a resolution passed in accordance with Section 18.1 of *BYLAWS of CONCUSSION IN SPORT GROUP, INC. by electronic voting completed on June 10-16, 2025.*

Section 7.1. Classes of Members

There shall be four (4) classes of members: Full Members, Associate Members, Affiliate Members, and Trainees. All members of the Corporation shall be subject to the Bylaws of the Corporation and to any subsequent revisions or amendments.

Additional membership classes may be put forth by the Board at any time and confirmed by the membership as an amendment to these Bylaws in accordance with Article 18.

Section 7.2 Members

Full Members shall have voting rights in the Corporation. These voting rights shall be limited to electing the Members of the Board of Directors under section 5.5 of these Bylaws, and to amend these Bylaws in accordance with Article 18.

A Full Member shall have completed a terminal degree and/or hold certification/licensure (or the equivalent) in their respective field of study as set forth by their respective countries or provincial laws. Full Members will have at least 3 years of post-degree professional experience.

A Full Member with a primary clinical focus must meet the criteria below:

- a. Current clinical practice with a portion related to sports-related brain injury and
- b. Continuing education related to sport-related brain injury.

OR

A Full Member with a primary research focus must meet the criteria below:

- a. Evidence of a terminal degree or post-doctoral training and at least 3 years of post-degree professional experience.
- b. Current research with scholarly, peer-reviewed articles relevant to the area of sport-related brain injury.
- c. Continuing education related to sport-related brain injury.

Section 7.3 Associate Members

Associate Membership in the Corporation is open to anyone with professional experience, in areas related to brain injury who does not meet the criteria for Full membership.

Associate Members do not have voting privileges and may not hold office, but may be members of committees.

Section 7.4 Affiliate Members

Affiliate membership is open to anyone who does not meet criteria for membership at other membership levels. Affiliate Members do not have voting privileges, may not hold office, and may not be members of standing committees.

Section 7.5 Trainee Members

Trainee membership is open to anyone who is currently enrolled in a formal training program related to brain injury. Trainee Members do not have voting privileges and may not hold office, but may be members of committees.

Section 7.6 Voting Rights.

Each Full Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Associate, Affiliate, and Trainee Members are not eligible to vote.

Section 7.9 Code of Conduct

All members, regardless of member class shall abide by the Code of Conduct outlined in Corporation's policies and procedures; in addition to any professional or employment-specific codes and/or policies. Perceived violations of the Code of Conduct will be reviewed by the Board and may result in sanctioning, temporary or permanent dismissal from the organization, or other outcomes as determined by the Board.

Results of voting

Bylaw 7.2: 81 yes, 3 no

Bylaw 7.1., 7.3, 7.5, and 7.6: 84 yes, 1 no

Bylaw 7.9: 84 yes, 1 no

Signatures,



Christina Master, Election Committee Chair



Steven Broglio, President

The Board of Directors of the Concussion in Sport Group, Inc ("CISG") certify that the attached amendments to the bylaws of CISG were approved by a resolution passed in accordance with Section 18.1 of *BYLAWS of CONCUSSION IN SPORT GROUP, INC. by electronic voting completed on April 6-20, 2026.*

Section 6.6 The President

The President shall be the chief officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall chair all meetings of the Board and Executive Committee unless otherwise stated in Article 9. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board. Following a one-year term as President, the elected individual will succeed to the office of Immediate Past President for a one-year term and then Past President for a one-year term.

Section 6.7 The President-elect

In the absence of the President, the President-Elect shall preside at all meetings of the Corporation and act as Chair of the Board. They shall receive the reports from committee chairs twice per year and convey them to the Executive Committee at regularly scheduled meetings. In general, the President-Elect shall perform other such duties as requested of them by the Executive Committee or the President. Following a one -year term as President-Elect, the elected individual will succeed to the office of President for a one -year term.

Section 6.8 Immediate Past President

Upon completion of a one -year term the President will assume the role of Immediate Past President for a one -year term. The Immediate Past President will assume duties as assigned by the President and Executive Committee.

Section 6.8.1 Past President

Upon completion of a one -year term, the Immediate Past President will assume the role of Past President for a one -year term. The Past President will assume duties as assigned by the President and Executive Committee.

Section 7.5.1 Retired Members

To be eligible for Retired status, the applicant must be over 65, have been a CISG Full Member, in good standing for a minimum 3 years prior to application and working less than 15 hours per week. Retired Members will retain all the rights and privileges of Full Members, but cannot vote or hold office. They may serve as committee members.

Results of voting

Bylaws 6.6, 6.7, 6.8, 6.8.1: 106 yes, 2 abstain, 1 no

Bylaw 7.5.1: 108 yes, 1 abstain, 0 no

Signatures,

Christina L. Master, MD

Christina Master, Election Committee Chair



Steven Broglio, President