

AMENDED AND RESTATED BY-LAWS
(“BY-LAWS”)
OF
ONEBLOOD, INC.
(effective [October 27, 2016])

ARTICLE I

GENERAL

Section 1.1 Corporate Name. The name of the corporation shall be ONEBLOOD, INC., a Florida not for profit corporation (the “Corporation”).

Section 1.2 Corporate Offices. The principal office of the Corporation shall be located at 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801, c/o Foley & Lardner LLP, or such place within or outside the state of Florida (the “State”) as the Board of Directors (the “Board”) may from time to time designate. The Corporation may have other offices located both within and outside the State as the Board may from time to time determine.

Section 1.3 Purpose and Powers. The purposes for which this Corporation is organized are set forth in the Corporation’s Articles of Incorporation. The Corporation shall have such powers as are now or may hereafter be granted by the Florida Not For Profit Corporation Act (the “Act”).

Section 1.4 Registered Office and Agent. The Corporation shall have and continuously maintain in the State a registered office and have a registered agent, as required by law. Such office may, but need not, be identical with the principal office of the Corporation in the State. The Corporation may from time to time change its registered office or its registered agent, or both, by a resolution of the Board that adopts the change and authorizes the secretary of the Board to execute and submit for filing with the Florida Department of State a statement of change setting forth the

information required by law. Any new registered agent designated by such statement shall acknowledge in writing such statement, and any new or successor registered agent shall simultaneously file with the Department of State a written statement, in the form and manner prescribed by law, accepting the appointment and stating the registered agent's familiarity with and acceptance of the obligations provided for under the laws of the State.

Section 1.5 Corporation Dissolution. In the event of dissolution of the Corporation, which can only occur as specified in the Articles of Incorporation, the Board, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute in any proportions considered prudent, all of the assets of the Corporation to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") as the Board shall determine. 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 organizations which shall at the time qualify as exempt organizations under Code Section 501(c)(3) as such court shall determine.

ARTICLE II

MEMBERS

Section 2.1 Members. There shall be no members of the Corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Powers of the Board. The business and affairs of the Corporation shall be managed by its Board subject to any limitations set forth under the laws of the State, the Articles of

Incorporation or these By-laws. Including but without limitation, the Board shall be responsible for the following duties and responsibilities:

- (a) establishing, monitoring and updating as necessary the Corporation's goals, missions and objectives;
- (b) establishing, monitoring and updating as necessary executive compensation, including as further described in Section 6.6(a);
- (c) establishing and reviewing budgets;
- (d) establishing and approving auditing and accounting practices;
- (e) approving significant financial transactions;
- (f) approving proposed budget changes;
- (g) facilitating fundraising efforts;
- (h) developing advocacy and public affairs programs;
- (i) establishing, monitoring and updating as necessary program objectives;
- (j) establishing, monitoring and updating as necessary basic management policies;
- (k) establishing, monitoring and updating as necessary program performance measures; and
- (l) establishing, monitoring and updating as necessary overall staff compensation.

Section 3.2 Number, Term and Election of the Directors. The affairs of this Corporation shall be managed by a Board of Directors. The number of directors of the Corporation (the "Directors") shall be eleven (11) Voting Directors (as defined herein) plus the *Ex-Officio* Directors described in Section 3.4 herein, and it is intended that the Voting Directors

be categorized in three (3) staggered classes, consisting of four (4), four (4) and three (3) Voting Directors, respectively, with each such class expiring in successive years, in perpetuity. No such action reducing the number of Directors shall shorten the term of any incumbent Director. At each succeeding annual meeting, the successors to the Voting Directors whose terms expire in that year shall be elected to hold office for a term of three (3) years, and each Voting Director so elected shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. No currently serving Voting Director shall be qualified to be re-elected as a Voting Director if such Voting Director has served three (3) consecutive three (3) year terms. After previously serving for the maximum term permitted by the foregoing restriction, a person may be eligible again to serve as a Voting Director provided such person does not serve as a Voting Director for at least one (1) year prior to serving a subsequent term as a Voting Director. Should a Voting Director serve as an officer of the Board, such time spent as an officer shall be tolled for purposes of any term limitation provided in this Section 3.2.

Section 3.3 Voting Director. For purposes of these By-laws a “Voting Director” shall mean any Director who is not an *Ex-Officio* Director as described in Section 3.4 herein. *Ex-Officio* Directors shall not be entitled to vote as a Director. *Ex-Officio* Directors shall not be permitted to serve as Voting Directors while serving in their respective capacities as President and Chief Executive Officer (the “President and CEO”), Chief Financial Officer (the “CFO”), or Chief Strategy Officer (the “CSO”).

Section 3.4 Ex-Officio Director. The President and CEO, the CFO and the CSO shall be *ex-officio* Directors (“*Ex-Officio* Directors”).

Section 3.5 Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary of the

Corporation. Such resignation shall take effect at the time specified therefore and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6 Removal.

(a) **Removal for Cause.** The chairman of the Board (the “Chair”) may by a majority vote of the Board immediately remove any Director, including any *Ex-Officio* Director, “for cause”. For purposes of this Section 3.6, “cause” shall mean:

(1) a Director’s material breach of any provision of these By-laws or any policies, standards, or rules of the Corporation;

(2) a Director has three (3) consecutive unexcused absences from any meeting of the Board;

(3) a Director’s dishonesty, misconduct or neglect of their fiduciary responsibilities and duties;

(4) a Director’s indictment for a commission of a felony or any crime punishable as a felony; or

(5) a Director’s commission of any criminal offense that is punishable as a misdemeanor or any other act abhorrent to the community that materially or adversely effects the Corporation and/or its staff members or that a reasonable person would consider damaging to the reputation of the Corporation, as determined by a majority vote of the Board in its sole discretion.

(b) **Removal Without Cause.** The Chair of the Board may at any time, by a vote of at least seventy-five percent (75%) of all of the Voting Directors including all Voting

Directors present and absent from the applicable meeting (a “Supermajority”), immediately remove any Director, including any *Ex-Officio* Director, without cause.

Section 3.7 Vacancy. Any vacancy in the position of a Voting Director (a “Departing Director”) occurring (for any reason) shall be filled by the affirmative vote of a majority of the remaining Directors. A Voting Director elected to fill a vacancy shall hold office for the remaining term of the vacant position, at which time a Voting Director shall be elected under the provisions of Section 3.2.

Section 3.8 Compensation and Expenses. No Director shall receive any compensation for serving as a Director. However, upon approval of the President and CEO, a Director may be reimbursed for reasonable expenses for attendance at meetings or for other activities which relate to the business of the Corporation and are for the benefit of the Corporation. Reimbursement shall be consistent with employee reimbursement policies established by the Corporation.

Section 3.9 Annual Meeting of Board. The annual meeting of the Board to elect Directors and Officers shall be held during the month of January at the principal office of the Corporation or at such other time or place as may be designated by the Chair for the purposes of electing Directors and Officers and transacting such other business as shall be desirable.

Section 3.10 Regular Meetings of the Board. The Board shall hold regular meetings at least once each calendar quarter at the principal office of the Corporation or such other convenient location as may be designated by the Chair. One of these quarterly meetings shall be the annual meeting described in Section 3.9. Immediately following each meeting of the Board, including the annual meeting, the Voting Directors of the Board shall meet for an executive session without the *Ex-Officio* Directors or any other staff members or personnel of the Corporation,

except as may be invited to attend by the Chair, which session shall be organized and directed by the Chair to discuss any matter deemed appropriate by the Chair in such session. The Chair may elect to waive the requirement for any such executive session for any meeting.

Section 3.11 Special Meetings of the Board. Special meetings of the Board may be called by the Chair or upon written request of any two (2) Voting Directors.

Section 3.12 Notice of Board Meeting; Waiver of Notice. Written notice of all Board meetings shall be given to each Director and shall, in the case of special meetings, state generally the nature of the business to be taken up at the meeting. Such written notice shall be delivered to each Director not less than five (5) business days before the meeting by either (a) personal delivery, facsimile, or electronic mail transmission or (b) by first-class mail, addressed to the address as the Director shall have designated in a writing filed with the secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid and properly addressed. If sent by facsimile or electronic mail transmission, such notice shall be deemed to be delivered when transmitted to the Director at a facsimile number or email address furnished by the Director to the Corporation and as shown in the Corporation's records. When any notice is required to be given to any Director, a waiver of notice in writing signed by the Director entitled to the notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of the notice. If a Director has not been given notice as required under these By-laws or under provisions of the law, but the Director attends the meeting, the Director's attendance shall constitute a waiver of notice of such meeting and a waiver of all objections to the time and place of the meeting and the manner in which it was called or convened, except, when a Director states, at the beginning of such meeting, or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened.

Section 3.13 Quorum. A majority of the number of Voting Directors in office which are present in person or by telephone shall constitute a quorum for the transaction of business at any Board meeting, but if less than such majority is present at a meeting, a majority of the Voting Directors present may recess and reconvene the meeting from time to time without further notice.

Section 3.14 Manner of Acting. The action of a majority of the Voting Directors present at a meeting at which a quorum is present in person, or by telephone or video conferencing allowing all persons participating in the meeting to hear each other at the same time, shall be the act of the Board, unless the act of a greater number is required by the provisions of the Florida Not for Profit Corporation Act, the Articles of Incorporation or as otherwise provided in these By-laws. Except for *Ex-Officio* Directors, each Director of the Board, including the Director presiding at the meeting of the Board, shall be entitled to one vote. A Director may vote in person, by telephone, by e-mail, or by facsimile transmission. Further, upon proper notice provided to the Directors pursuant to Section 3.12 herein, the Chair may call a telephonic meeting of the Board.

Except as otherwise provided herein, the following matters must be decided by an affirmative vote of a Supermajority of Directors:

- (a) form an association with a new affiliate entity;
- (b) purchase or sell real property;
- (c) amend the Articles of the Corporation;
- (d) engage in other than the traditional activities of a blood center;
- (e) make donations of substantial money or property which are equal to or in excess of one million dollars (\$1,000,000) either individually or in the aggregate in a series of related donations;
- (f) change the number of Directors of the Corporation;

(g) acquire, by merger or otherwise, any other corporation, limited liability company, partnership or other business entity; and

(h) dissolve the Corporation or enter into any merger or consolidation where the Corporation is not the surviving entity.

Section 3.15 Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Voting Directors of the Corporation. The Directors shall deliver such consents to the secretary of the Corporation either by (a) personal delivery, facsimile, or electronic mail transmission or (b) by first-class mail, addressed to the principal office of the Corporation.

Section 3.16 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting.

Section 3.17 Procedure at Meetings. Robert's Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board and its committees where not covered expressly by these By-laws.

Section 3.18 Policies: Conflicts of Interest: Confidentiality. All Directors and committee members shall at all times comply with Corporation's Code of Conduct, Conflicts of Interest Policy, Board Confidentiality Policy, Document Retention and Destruction Policy, Media Policy, Harassment and Discrimination Policy, Diversity and Inclusion Policy and Whistleblower

Policy, as established by the Corporation from time to time. In addition, each Directors shall not engage in any activity or act in any manner in direct conflict with the Corporation and shall advise the Chair and the Board immediately if any such conflict of interest arises. Each Director shall comply with the confidentiality agreement executed by the Director in favor of the Corporation, and shall maintain in strict confidence all information and materials received by such Director and use such confidential and proprietary information and materials only for the purpose of such Director's duties on behalf of the Corporation.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 4.1 Designation of Corporate Officers. The officers of the Corporation shall be a President and CEO, Chair, Vice-Chair, CFO, Secretary and Treasurer. The Board shall have the authority to hire, terminate, and discipline the President and CEO. The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board at its annual meeting and shall hold office for a period of two (2) years or until their successors shall have been elected and qualified. A Voting Director may serve as the Chair, Vice Chair, Secretary and Treasurer for only two (2) consecutive terms and then must relinquish the position for at least two (2) years before such Director shall be eligible to serve a subsequent term in the same officer position. Any Voting Director may simultaneously serve the Corporation in more than one (1) officer position.

Section 4.2 Duties of the President and CEO. The President and CEO shall be an employee of the Corporation. The President and CEO shall be responsible for the general supervision of the affairs of the Corporation, shall make reports to the Directors, shall execute all instruments in the name of the Corporation, shall inscribe the seal where necessary or required and shall perform all such other duties as are incident to such office or are properly required by the Board. The President and CEO shall report to the Board.

Section 4.3 Duties of the Chair. The Chair shall have all the duties which such position would customarily require, including presiding at all meetings of the Board and the creation of ad-hoc committees from time to time, and shall have responsibility for all other duties assigned to him or her under these By-laws or by Board resolution. The Chair shall have the right to serve as a member of all committees of the Board and to participate in and vote at all meetings of the committees.

Section 4.4 Duties of the Vice-Chair. The Vice-Chair shall perform such duties and have such responsibilities as may be prescribed from time to time by the Chair. In the absence of the Chair, the Vice-Chair shall assume the position of Chair for the duration of the Chair's absence.

Section 4.5 Duties of the Secretary. The Secretary shall act as Secretary of the Corporation and the Board; shall ensure that appropriate notices or waivers of notice regarding meetings of the Board are sent; shall ensure that agendas and other materials for all meetings Board are prepared; shall act as official custodian of all records, reports and minutes of the Corporation, the Board and committees; shall ensure that adequate records are kept of all meetings of the Board; and shall perform such other duties as are customarily performed by or required of corporate secretaries.

Section 4.6 Duties of the Treasurer. The Treasurer shall have custody and control of all funds of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond if required by the Board. The Treasurer shall ensure that a true and accurate accounting of the Corporation's financial transactions is made periodically, that reports of such transactions are presented to the Board, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

Section 4.7 Resignation. Any officer may resign at any time by giving notice in writing to the Board, the Chair, the Secretary or Treasurer. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 Removal. Any officer elected by the Board may be removed with or without cause by a Supermajority vote of the Voting Directors, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4.9 Vacancies. A vacancy in any office may be filled by an affirmative vote of the majority of the Voting Directors for the unexpired portion of the officer's term.

Section 4.10 Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board, shall perform such duties as shall be assigned to them by the Chair of the Board.

Section 4.11 Compensation and Expenses. Officers shall serve without a salary unless they are also employees of the Corporation. Expenses incurred by non-employee officers in performance of their official duties that are not contained in the Corporation's budget or are not covered by an existing Board policy may be reimbursed to said officers upon approval by the President and CEO, consistent with reimbursement policies established by the Corporation.

ARTICLE V **REGIONAL BOARDS OF REFERENCE**

Section 5.1 Composition of the Regional Boards of Reference. There shall be four (4) regional boards (the "Regional Boards of Reference") to represent geographical regions of (a) western Georgia, Alabama and the northwest and west geographical regions of Florida (the "West Regional Board"), (b) the south geographical region of Florida (the "South Regional Board"), (c) the central geographical region of Florida (the "Central Regional Board") and (d) eastern Georgia,

South Carolina, and the northeast geographical region of Florida (the "Northeast Regional Board"). The Regional Boards of Reference shall be considered committees of the Board and, except as otherwise expressly provided in these By-laws, shall be subject to the provisions hereof related to committees of the Board. Members of the Regional Boards of Reference are considered committee members for the purposes hereof, and shall not be considered Directors (whether Voting or non-Voting Directors) solely as a result of appointment to a Regional Board of Reference, unless they are separately and independently appointed as such. The composition of each Regional Board of Reference shall include the highest ranking employee of the Corporation that is physically based in each geographical region described in (a)-(d) above. Each Regional Board of Reference shall appoint its own members based upon the procedures prescribed by each Regional Board of Reference. A Regional Board may include directors previously known as "Emeritus Directors".

Section 5.2 Duties and Responsibilities. Each Regional Board of Reference shall serve at the pleasure of the Board and may be terminated at any time by a Supermajority vote of the Voting Directors. The Regional Boards of Reference shall meet from time to time as is deemed appropriate by each such Regional Board of Reference, but shall meet at least two (2) times each calendar year. The Directors from the geographical region represented by each respective Regional Board of Reference shall endeavor to attend each meeting of the applicable Regional Board of Reference as non-voting, ex-officio participants in such meetings. Each Regional Board of Reference shall be responsible for, among others, the following duties and responsibilities:

- (a) review and advise the Board and the Finance and Facilities Committee on fixed donation facility acquisition and relocation within the specific region;

(b) facilitate local awareness and enhancement of the Corporation's reputation in the communities represented by each member of the Regional Boards of Reference; and

(c) monitor and inform the Board on donor capabilities, the status of community cooperation and local perception of the Corporation's overall image.

ARTICLE VI **COMMITTEES OF THE BOARD**

Section 6.1 Composition of Committees. The Chair, in accordance with Section 4.3, or the Board, by resolution, may establish additional standing or ad hoc committees of the Board as deemed necessary to carry on the work of the Corporation. Any Director may attend any committee meeting and shall have the right to speak but not to vote at such committee meeting (unless such Director is a Voting Director and is a member of such committee). The chair, vice chair and members of such committees shall be appointed by the Chair of the Board. The chair, vice chair and members of such committees may be removed by the Chair of the Board whenever in his or her judgment the best interests of the Corporation shall be served by such removal. Vacancies in the membership of any committee shall be filled by the Chair of the Board. Except as otherwise provided herein, any expenditure of corporate funds by a committee shall require prior approval of the Board. The Secretary shall maintain the official roster of each committee, as established by the Chair of the Board of Directors.

Such committees shall meet from time to time as is deemed appropriate by the Chair of the Board or the respective committee chair. All notices with respect to such committee meetings shall comply with the notice provisions contained in Section 3.12 of these By-laws. Agendas for any committee meeting shall only contain agenda items and relate to business matters as specifically pertaining to, and within the purview of, such committee for which a meeting is called. A majority of committee members shall constitute a quorum. Except as

otherwise set forth herein, each committee shall act in an advisory capacity to the Board and shall report to the Chair of the Board.

Section 6.2 Standing Committees. In addition to the Regional Boards of Reference described in ARTICLE V above, the standing committees shall be the (1) Enterprise Risk and Audit Committee; (2) Finance and Facilities Committee; (3) Governance and Regulatory Committee, (4) Compensation and Personnel Committee, and (5) the Medical Technical Committee.

Section 6.3 Enterprise Risk and Audit Committee. The Enterprise Risk and Audit Committee shall be comprised of at least three (3) Voting Directors. All of the members of the Enterprise Risk and Audit Committee shall be independent of the Corporation's management (provided, however, the Chair and the Vice-Chair may serve on the Enterprise Risk and Audit Committee) and shall have no financial relationship with the Corporation. At least one (1) such member shall have strong financial expertise. No *Ex-Officio* Director shall be eligible to serve as a member of the Enterprise Risk and Audit Committee. The Enterprise Risk and Audit Committee shall be responsible for the following duties and responsibilities:

(a) advise the Board and the officers of the Corporation on matters pertaining to fiscal policy, books of account and other financial records and audit procedures, and financial risk management and internal controls;

(b) advise the Board on the efficient and effective use of the Corporation's monetary resources to facilitate the acquisition of additional resources to support the Corporation's activities;

(c) review and comment on the adequacy of the Corporation's financial disclosure and internal controls, maintain point of accountability for and receive any reports from the internal audit function of the Corporation;

(d) hire and terminate the Corporation's outside auditors and establish the terms of the outside auditor's engagement;

(e) retain, at the Corporation's expense and without seeking approval by the Board or Corporation, outside legal, accounting or other advisors it deems necessary to carry out its duties;

(f) receive appropriate funding, as determined by the Enterprise Risk and Audit Committee, from the Corporation for payment of compensation to (i) any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation and (ii) any outside advisors employed by the Enterprise Risk and Audit Committee, and for other ordinary administrative expenses of the Enterprise Risk and Audit Committee that are necessary or appropriate in carrying out its duties;

(g) advise the Chair of the Board as to the general range of anticipated expenses for outside consultants or ordinary administrative expenses;

(h) oversee, receive and review the annual audit of the Corporation;

(i) review with management and the Corporation's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Corporation's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including the effects of alternative GAAP methods; and

the effect of regulatory and accounting initiatives and off-balance sheet structures on the Corporation's financial statements;

(j) review the Corporation's draft IRS Form 990 and submit the same to the Board for approval;

(k) review and ensure the Corporation's compliance with applicable laws and regulations and review and oversee any policies, procedures and programs designed to promote such compliance;

(l) receive and monitor whistleblower issues and complaints through all transmission modes, including, but not limited to: (i) direct submissions; (ii) submissions from senior management; and (iii) website submissions;

(m) periodically review the status of any pending litigation at and above the levels determined by the Committee from time to time;

(n) oversee policies and monitor compliance with (i) federal, state and local laws and regulations that govern the Corporation's conduct of its business, including without limitation laws and regulations administered by the Food and Drug Administration (the "FDA") and the Agency for Health Care Administration ("ACHA") and (ii) other health care-related compliance, environmental and safety programs, and employment practices;

(o) receive and review any reports from management, the FDA and ACHA and/or any other applicable federal or state regulatory agency or authority regarding legal, regulatory and compliance matters and advise the Board on such matters;

(p) establish and maintain policies and processes for insurance and risk management;

(q) review and approve the adequacy of significant insurance coverages; and

(r) carry out such other duties as may be assigned by the Board from time to time.

Section 6.4 Finance and Facilities Committee. The Finance and Facilities Committee shall be comprised of at least three (3) Voting Directors. No *Ex-Officio* Director shall be eligible to serve as a member of the Finance and Facilities Committee. The Finance and Facilities Committee shall be responsible for the following duties and responsibilities:

(a) manage or provide oversight for, in accordance with the established policies and directions of the Board:

(1) the real property and related interests of the Corporation;

(2) Requests for Proposal (“RFPs”) for significant or financially material expenditures, the amount of which shall be determined from time to time by the Board, which shall include RFPs for professional services.

(3) all joint ventures of the Corporation and similar interests of the Corporation in other business entities, including, but not limited to, Creative Testing Solutions, an Arizona non-profit corporation, and Florida Blood Services Foundation, Inc.; and

(4) the investment of all available funds of the Corporation, including treasury functions and hiring and oversight of any external investment advisors deemed advisable by such committee;

(b) advise the Board as to the selection of external advisors related to activities in Section 6.4(a);

(c) establish and cause to be maintained an accounting system for the Corporation's financial affairs, make monthly reports thereof to the Board;

(d) procure and submit to the Board at its last regular meeting before the end of the fiscal year a proposed budget showing the expected receipts and expenditures for the ensuing year;

(e) establish and maintain policies and processes for financial reporting, spending and signing authorization, and banking oversight; and

(f) carry out such other duties as may be assigned by the Board from time to time.

Section 6.5 Governance and Regulatory Committee. The Governance and Regulatory Committee shall be comprised of at least three (3) Voting Directors. No *Ex-Officio* Director shall be entitled to serve as a member of the Governance and Regulatory Committee. The Governance and Regulatory Committee shall be responsible for the following duties and responsibilities:

(a) advise management and the Board on strategies and procedures to promote the Corporation as well as efforts that can be used to enhance the Corporation's image and reputation statewide;

(b) advise management and the Board as to the selection of public affairs consultants;

(c) oversee the Board's discharge of its duties and responsibilities in accordance with best practices and principles of good corporate governance and ensure compliance with applicable laws and regulations pertaining to the Corporation's governance.

(d) evaluate the performance of the Board, other committee members and Officers of the Corporation with respect to proper corporate governance;

(e) recommend to the Board policies concerning Board education and training; and

(f) ensure the establishment and implementation, subject to Board approval, of the Corporation's Code of Conduct, Conflicts of Interest Policy, Board Confidentiality Policy, Document Retention and Destruction Policy, Media Policy, Harassment and Discrimination Policy, Diversity and Inclusion Policy and Whistleblower Policy.

Section 6.6 Compensation and Personnel Committee. The Compensation and Personnel Committee shall be comprised of at least three (3) Voting Directors. No *Ex-Officio* Director shall be eligible to serve as a member of the Compensation and Personnel Committee. The Compensation and Personnel Committee shall be responsible for the following duties and responsibilities:

(a) review the compensation and benefit arrangements of the President and CEO, and recommend approval thereof to the Board;

(b) oversee human resources programs for all employees of the Corporation including ensuring that the Corporation's human resources and compensation philosophy and practices are consistent with the Corporations' mission, vision, values and applicable laws and policies, and serve to recruit and retain highly qualified employees; and

(c) advise the Board on recruiting and retaining a highly qualified President and CEO;

(d) engage outside independent consultants to advise on compensation and personnel matters and when it deems it necessary or advisable to carry out its work; and

(e) carry out such other duties as may be assigned by the Board from time to time.

Section 6.7 Medical Technical Committee. The Medical Technical Committee shall be comprised of at least three (3) Voting Directors. No *Ex-Officio* Director shall be eligible to serve as a member of the Medical Technical Committee. The Medical Technical Committee shall be responsible for the following duties and responsibilities:

(a) coordinate the medical functions and the research and development aspects of the Corporation;

(b) oversee the medical functions and new product development of the Corporation including ensuring that the Corporation's medical functions and product development philosophy and practices are consistent with the Corporations' mission, vision, values and applicable laws and policies; and

(c) advise the Board regarding the medical functions and the research and development activities of the Corporation;

(d) engage outside independent consultants to advise on the medical functions and product development of the Corporation and when it deems it necessary or advisable to carry out its work; and

(e) carry out such other duties as may be assigned by the Board from time to time.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 7.1 Indemnification. Each member of the Board of Directors and each officer of the Corporation now and hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether

civil criminal, administrative or investigative (other than by an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, officer or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer or agent of another corporation, partnership, joint venture, trust or other enterprises, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct for performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is thoroughly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Indemnity shall only be provided with respect to any criminal action or proceeding, which the Director or officer or other agent of the Corporation has no reasonable cause to believe was unlawful.

The amount paid to any Director, officer, or agent of the Corporation by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. Any indemnification under this Section shall be made by the Corporation only as authorized in the specific case by the determination that indemnification of the Director, officer or agent is proper in the circumstances because he or she has met the applicable standards of conduct. Such determination shall be made by the Board by a majority vote of Directors who were not parties to such action, suit or proceeding. The foregoing right of

indemnification shall be in addition to but not exclusive of any other right to which such Director, officer or agent of the Corporation may otherwise be entitled by law.

Section 7.2 Liability Insurance. The Corporation may purchase and maintain liability insurance for its directors and officers to protect it against some or all of the indemnification liability assumed in Section 7.1.

ARTICLE VIII

GIFTS

Section 8.1 Acceptance of Gifts.

(a) The Board may accept or reject on behalf of the Corporation any gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation.

(b) Unless the terms expressly provide otherwise, all gifts, grants, bequests and devises shall be deemed irrevocable.

Section 8.2 Conditions and Limitations. Any person who shall give, bequeath or devise any property to the Corporation may make such gift subject to conditions and limitations for the use of the principal or income as the donor may see fit and may specify such uses for the principal or the income as the donor may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes of the Corporation.

Section 8.3 Funds and Accounts. All such property received and accepted by the Corporation shall become a part of the Corporation property and, subject to any limitations, conditions or requirements may be commingled with other assets of the Corporation. However, such property may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations, or instructions, of the gift, grant, bequest, or devise require a separate fund or account or whenever the Board, in its judgment, determines that such property should be placed in a separate and distinct fund or account. At the discretion of the Board, any such property

received and accepted by the Corporation may be transferred to the Florida Blood Services Foundation, Inc., to be held and used for the purposes of that corporation.

ARTICLE IX

AMENDMENTS

Section 9.1 Amendments. Any provision contained herein regarding the manner in which Directors are elected, the size of the Board, and any provision that requires a Supermajority vote by the Board may only be amended by a Supermajority vote of the Board.

Except as otherwise provided herein, these By-laws may be amended by the affirmative vote of a majority of the Voting Directors of this Corporation, present and voting, at any meeting of the Board called for that purpose, provided that five (5) business days written notice of the meeting, which notice shall specify that amendment of these By-laws shall be considered at the meeting, shall have been transmitted by either (a) personal delivery, facsimile, or electronic mail transmission or (b) first-class mail, addressed to each director at his last known address. Prior written notice may be waived by the Directors provided the waiver of notice be in writing.

ARTICLE X

MISCELLANEOUS

Section 10.1 Exempt Activities. Notwithstanding any other provision of these By-laws, no Director, officer or employee of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization (i) exempt from Federal income taxation under Code Section 501(a), as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Section 170(c)(2).

Section 10.2 Books and Records. The Corporation shall keep correct and complete books and records of account and the minutes of the proceedings of the Board. Copies of the minutes of the Board shall be regularly distributed to each Director.

Section 10.3 Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty first (31st) day of the ensuing December unless otherwise determined by the Board. At the end of the fiscal year, the books of the Corporation shall be closed and audited by a certified public accountant selected by the Board. Copies of the financial report of the auditor shall be promptly provided to each Director.

Section 10.4 Seal. The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

Section 10.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporation Act or under the provisions of the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.6 Additional Corporations. The Board may authorize the formation of such subsidiary affiliated or auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

Section 10.7 Rules. The Board may adopt, amend, or repeal Rules (not inconsistent with these By-laws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

CERTIFICATE

The undersigned hereby certifies that the undersigned is the duly elected and acting secretary of the Corporation named herein and that the foregoing is a true copy of the By-laws of said Corporation duly adopted and in full force and effect at the date hereof.



Christopher S. Stiles, Secretary

DATED this 27th day of OCTOBER, 2016.