

BYLAWS
OF
BEAT STUDIES ASSOCIATION
A DELAWARE EXEMPT NONPROFIT NONSTOCK CORPORATION

ARTICLE I

Offices

Section 1.01 Principal Office; Registered Office. The Board of Directors (“Board”) of Beat Studies Association (the “Association”) shall determine where to locate the principal office of the Association which may be located within or without the State of Delaware. The Board may change the principal office from one location to another and may establish additional offices. The Association shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board.

ARTICLE II

Members

Section 2.01 Members. The only members of the Association (each a “Member” and, collectively, the “Members”) shall be the persons who at the relevant time of determination have paid their respective annual membership fees to the Association as set forth by the Board (the “Annual Membership Fee”) for the calendar year in which such determination is made. Any person who pays his or her Annual Membership Fee shall automatically, and without further action or writing, (a) become and remain a Member for the calendar year in which he or she pays his or her Annual Membership Fee, and (b) ceases to be a Member for the following calendar year if he or she fails to pay his or her Annual Membership Fee for the following calendar year.

Section 2.02 Meetings of the Members.

(a) An annual meeting of the Members for the election of the members of the Board (each, a “Director” and collectively, the “Directors”) and for the transaction of such other business for which a vote of Members is required by the General Corporation Law of the State of Delaware (the “DGCL”) shall be held each year either within or without the State of Delaware.

(b) A special meeting of the Members for any purpose for which a vote of Members is required by the DGCL or these Bylaws may be called at any time by the Board, to be held either within or without the State of Delaware.

(c) The Secretary of the Association (the “Secretary”) shall cause notice of each meeting of Members, including the annual meeting, to be given to each Member entitled to vote at such meeting in writing (i) by electronic transmission to the address as such Member may have specified to the Association; or (ii) if no such means for notice shall have been specified by a

Member, by first class mail postage prepaid to such Member's postal address as shown on the records of the Association, not less than 10 days nor more than 60 days prior to the meeting, except where a different notice period is required by the DGCL. Such notice shall specify (i) the place, if any, date and time of such meeting; (ii) the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting; (iii) in the case of a special meeting, the purpose or purposes for which such meeting is called; and (iv) such other information as may be required by the DGCL or as may be deemed appropriate by the Board.

(d) A waiver of notice of a meeting by a Member provided to the Association in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

(e) The quorum for a meeting of Members shall be one third (1/3) of the votes which may be cast by the Members at such meeting, and, unless otherwise required by the DGCL, the Certificate of Incorporation of the Association (the "Certificate of Incorporation") or these Bylaws, the Members shall act by a vote of a majority of the Members present at any meeting at which a quorum is present. The Board may establish additional rules for conducting or adjourning a meeting of Members to the extent consistent with the DGCL, the Certificate of Incorporation and these Bylaws.

(f) Each Member shall have one vote at a meeting of Members. The record date for determining Members eligible to vote at any meeting of Members shall be the close of business on the day prior to the sending of notice to Members or, if all Members waive notice, the date of such meeting. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy. A Member may revoke any proxy which is not by law irrevocable by attending the meeting and voting in person or by filing with the Secretary either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Voting at meetings of Members need not be by written ballot.

(g) Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted and shall be delivered to the Association by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Association having custody of the book in which minutes of proceedings of the Members are recorded. Delivery made to the Association's registered office shall be by hand or by certified or registered mail, return receipt requested. Each consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective unless, within 60 days of the earliest dated consent delivered hereunder, written consents signed by a sufficient number of Members to take action are delivered to the Association. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent

required by law, be given to those Members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of Members to take the action were delivered to the Association.

(h) Except as otherwise required by law or restricted by the Certificate of Incorporation or these Bylaws, the Members may participate in a meeting of the Members by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

ARTICLE III

Board of Directors

Section 3.01 Duties and Powers of the Board. Subject to any limitations in the Certificate of Incorporation or these Bylaws, the Board shall manage the activities of the Association and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by the DGCL; *provided, however*, that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate discretion of the Board. The Board shall have all powers permitted to or conferred on a board of directors of a nonprofit nonstock corporation by the DGCL, except as limited by the Certificate of Incorporation or these Bylaws.

Section 3.02 Number of Directors. The number of Directors constituting the entire Board shall be four (4) directors, as such number may be fixed by resolution of the Board from time to time.

Section 3.03 Qualifications. Each Director shall be a Member of the Association to be eligible for election to the Board in accordance with Section 3.04 hereof and shall continue to be a Member of the Association during his or her term as a Director on the Board.

Section 3.04 Election and Term of Office. The initial Directors (the “Initial Directors”) shall be the persons elected by the sole incorporator of the Association, and each Initial Director shall hold office as a Director for the full term of his or her tenure as an officer of the Association. Upon the expiration of a Director’s tenure as the applicable officer of the Association, his or her successor Director shall be the individual elected by the Members at an annual or special meeting of the Members to fill such vacant officer role. Directors may not serve in any one of the officer positions for more than two consecutive terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and the election and qualification of a successor or the Director’s earlier resignation, removal, or death.

Section 3.05 Resignation, Removal, and Vacancies.

(a) A Director may resign at any time upon giving notice in writing or electronically to the President of the Association (the “President”), or the Secretary. Such resignation shall take effect at the time delivered unless the resignation specifies a later effective

date or an effective date determined upon the happening of an event or events. Unless otherwise specified, no acceptance of a Director's resignation shall be necessary to make it effective.

(b) A majority of the Members then serving may remove a Director with or without cause.

(c) A vacancy in the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased. The Members may fill vacancies as and when they see fit; *provided, however*, that the Members shall fill vacancies as promptly as possible in the event that the number of Directors would fall below three. Unless the Board otherwise determines, a Director elected to fill a vacancy shall hold office for a term lasting until the expiration of the term of the replaced Director and the election and qualification of a successor or the Director's earlier resignation, removal, or death.

Section 3.06 Meetings of the Board. Directly after the annual meeting of the Members to elect officers and to conduct other business, the Board shall hold an annual meeting to conduct other business. Regular meetings of the Board, including the annual meeting, shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President, or any two Directors. Meetings of the Board may be held within or without the State of Delaware.

Section 3.07 Notice.

(a) Annual, regular, and special meetings of the Board shall be held upon notice of at least one week by first-class mail or 48 hours' notice given personally or by telephone, electronic mail, facsimile, or other equivalent means of communication. Such notice shall contain the date, time, and place of the meeting. In the case of special meetings, such notice shall also contain the purpose of the meeting. Any such notice shall be addressed or delivered to each Director at his or her address or contact number as it is shown upon the records of the Association, or, if such address or number is not shown on such records or is not readily ascertainable, at the principal place of business of the Association.

(b) Notice of a meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to such Director. All such waivers shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.08 Quorum and Action of the Board. The quorum for a meeting of the Directors shall be the majority of the total number of Directors then in office. Unless a greater number is expressly required by the DGCL, the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

Section 3.09 Participation in Meetings by Conference Telephone. Any one or more Directors may participate in meetings of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 3.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.11 Action Without Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors or members of the committee, as the case may be, consent in writing or by electronic transmission to such action. Such consents shall be filed with the minutes of the proceedings of the Board or committee and shall have the same force and effect as the unanimous vote of such Directors or members of the committee, as the case may be, taken at a meeting. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3.12 Committees of the Board.

(a) The Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees of the Board (a "Board Committee"), each consisting of at least three Directors, to serve at the pleasure of the Board. Only Directors may serve on Board Committees, and appointments of Directors to Board Committees shall be made by the Board. Any person ceasing to be a Director shall cease to be a member of any Board Committee.

(b) Any such Board Committee, to the extent provided in a resolution of the Board, may be given the authority of the Board except with respect to those matters that shall not be delegated to board committees under the DGCL, including but not limited to (i) the approval or recommendation to the Members of any action or matter expressly required by the DGCL to be submitted to the Members; or (ii) the adoption, amendment, or repeal of these Bylaws or the adoption of new bylaws.

(c) Regular and special meetings and actions of Board Committees shall be governed by the provisions of this ARTICLE III applicable to meetings and actions of the Board; *provided, however*, that the Board may adopt rules for the conduct of the business of any Board Committee consistent with these Bylaws, or in the absence of rules adopted by the Board, such Board Committee may adopt such rules.

Section 3.13 Advisory Committees. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more advisory committees to serve at the pleasure of the Board. Each advisory committee shall have at least one Director as a member at all times. Other members of advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. The role of an advisory committee shall be limited to advising the Board on such matters as the Board shall see fit. An advisory committee shall have no authority to take any actions on behalf of the Board or the Association.

Section 3.14 Compensation. The Association shall not pay any compensation to Directors for services rendered to the Association as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Association, subject to timely submission of receipts or other records. Subject to the Association's Conflicts of

Interest Policy, a Director may receive payment for services provided to the Association in any capacity separate from his or her responsibilities as a Director.

ARTICLE IV

Officers

Section 4.01 Officers. The Association shall have the following officers: a President, a Vice President, a Secretary, and a Treasurer. The Board shall have the power to designate additional officers of the Association, with such duties, powers, titles, and privileges as the Board may fix.

Section 4.02 Election. The officers of the Association (except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05 of this Article IV) shall be chosen for three (3)-year terms for President and Vice President, and five (5)-year terms for Secretary and Treasurer, respectively. Officers may not serve in any one position for more than two consecutive terms and shall serve at the pleasure of the Board and such officers shall hold their respective offices until their successors are elected and qualified, or their earlier resignation, removal, or death.

Section 4.03 Power to Appoint or Remove Officers. The Board may empower the President to appoint or remove such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 4.04 Removal and Resignation.

(a) Any officer may be removed with or without cause by the Board at any time or by any officer upon whom such power of removal may be conferred by the Board. Such removal shall be without prejudice to such person's contract rights, if any, and the appointment of such person as an officer shall not itself create contract rights.

(b) Any officer may resign at any time by giving written notice to the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 4.05 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office; *provided, however*, that such vacancies may be filled as they occur and not necessarily at the annual meeting of the Board. An officer elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified or his or her earlier resignation, removal, or death.

Section 4.06 President. The President is the general manager and chief executive officer of the Association and, subject to the control of the Board, shall have general supervision, direction, and control of the business and officers of the Association. The President has the general powers and duties of management usually vested in the office of president, chief executive officer and/or general manager of a corporation and such other powers and duties as may be prescribed

by the Board. The President may be referred to as the Executive Director. The President shall preside at, or, if unavailable, shall designate another member of the Board to preside at, all meetings of the Board. The President shall exercise and perform such other powers and duties as may be assigned from time to time by the Board. At all times, the President must be a Director of the Association.

Section 4.07 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board. At all times, the Vice President must be a Director of the Association.

Section 4.08 Secretary. The Secretary shall be responsible for the keeping of an accurate record in the form of minutes reflecting the proceedings of all meetings of the Members, the Board, Board Committees, and advisory committees. The minutes shall include the date, time, and place of meetings; whether the meeting was annual, regular, or special; and, if special, how authorized; the notice given; the names of those present; and the proceedings thereof. The Secretary shall keep and maintain or cause to be kept and maintained, at the principal office of the Association or such other place as the Board may designate, a book of minutes of these meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Members, the Board, and Board Committees as required by the DGCL or by these Bylaws; shall keep the seal of the Association, if any, in safe custody and shall have the authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by their signature; and shall have such other powers and perform such other duties incident to the office of Secretary or as may be prescribed by the Board. At all times, the Secretary must be a Director of the Association.

Section 4.09 Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, at the principal office of the Association or such other place as the Board may designate, adequate and correct books and accounts of the properties and business transactions of the Association. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board; shall render to the President and the Directors, whenever requested, an account of all transactions of the Association and of the financial condition of the Association; and shall have such other powers and perform such other duties incident to the office of Treasurer or as may be prescribed by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of their duties as the Board may require, for which they shall be reimbursed, subject to timely submission of receipts or other records. At all times, the Treasurer must be a Director of the Association.

Section 4.10 Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person as an agent or employee shall not itself create contract rights.

Section 4.11 Compensation. The Association may pay reasonable compensation, in accordance with applicable law and determined pursuant to the Association’s Conflicts of Interest Policy, to its officers, agents, and employees for services rendered; provided that in the event an officer, agent or employee is also a Director, such compensation shall be subject to Section 3.14.

ARTICLE V

Indemnification and Insurance

Section 5.01 Indemnification. The Association shall, to the maximum extent permitted by law, indemnify each of its Directors and officers against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding arising by reason of the fact that any such person is or was a Director or officer or is or was serving at the request of the Association as a director, officer, employee, or agent of another enterprise, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may, in its discretion, provide by resolution for indemnification of, or advancement of expenses to, employees and agents of the Association, and likewise may refuse to provide for such indemnification or advancement of expenses except to the extent such indemnification is mandatory under the DGCL. For purposes of this Section 5.01 a “Director,” “officer,” “employee,” or “agent” of the Association includes any person who is or was a Director, officer, employee, or agent of the Association.

Section 5.02 Insurance. The Association shall have the power, to the maximum extent permitted by law, to purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the Association against any liability asserted against and incurred by such person in such capacity or arising out of the person’s status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this ARTICLE V.

ARTICLE VI

Miscellaneous

Section 6.01 Fiscal Year. The fiscal year of the Association shall end on December 31 unless otherwise fixed by the Board.

Section 6.02 Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board.

Section 6.03 Checks, Notes, and Contracts. Notwithstanding any other provision of these Bylaws, the Board shall determine which persons shall be authorized from time to time on the Association’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. Notwithstanding any other provision of these Bylaws, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority

to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 6.04 Maintenance of Certain Records. Correct and complete books and records of account; minutes of the proceedings of the Members, the Board, Board Committees, and advisory committees; and a complete list of the Members, Directors, officers, members of Board Committees, and members of advisory committees and their residence addresses shall be (a) kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Association and (b) in written form or in any other form capable of being converted into written form within a reasonable period of time.

Section 6.05 Transmission of Notice. Whenever notice is required under these Bylaws, notice by mail shall be deemed to have been given at the time that the notice is deposited in the United States mail, postage prepaid, directed to the recipient's address as it appears on the records of the Association. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or to a common carrier for transmission. Notice by electronic mail shall be deemed to have been given when it is actually transmitted by the person sending the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who, the person giving the notice has reason to believe, will promptly communicate it to the recipient.

Section 6.06 Amendment of Bylaws. These Bylaws may be adopted, amended, or repealed in whole or in part by a majority vote of the Members then in office.

Section 6.07 Exempt Activities. The Association shall take no action and shall not engage in any activity that would invalidate its current or potential status as a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, including any attempt to influence legislation to the extent not permitted under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or intervention in (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 6.08 Conflicts of Interest. The Association shall have a conflict of interest policy (the "Conflict of Interest Policy") that provides protection of the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, an officer or a Director of the Association. The Conflict of Interest Policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations. Further, the Conflict of Interest Policy does not preclude a Member, an officer or a Director of the Association from transacting business with the Association provided disclosure is made. In addition, any Director or member of a Board Committee who is aware of a potential conflict of interest with respect to any matter coming before the Board has a duty to disclose the existence and nature of any actual or possible conflict of interest. This shall not be construed as preventing or discouraging any Director or member of a Board Committee who first discloses the existence of a potential conflict of interest from thereafter disclosing relevant

information with respect to any matter as to which he or she has knowledge, or from answering questions or stating his or her position with respect to any matter.

[Certificate of Secretary Follows]

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the Association, and that the foregoing bylaws were adopted as the bylaws of the Association as of the 27th of September, 2023, by the sole incorporator of the Association.

Dated: September 25, 2023

DocuSigned by:
Kurt Hemmer
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Kurt Hemmer
Title: Secretary