

HUMAN GENOME ORGANIZATION INTERNATIONAL, INC.

RESOLUTIONS OF THE EXECUTIVE BOARD AT ORGANIZATIONAL MEETING

1 February 2026

The Executive Board of Human Genome Organization International, Inc. (“HUGO”), pursuant to the actions of the Corporation’s sole incorporator, and acting at the duly called Organizational Meeting of the Executive Board, hereby:

RESOLVES to implement the following changes to the bylaws.

1. Terms and Election of the Executive Board Directors

Directors of the Executive Board will be elected by the Faculty of Scholars. Anyone wishing to be considered for election will require promotion by a minimum of three members of the Faculty of Scholars.

Membership on the Executive Board constitutes one initial 3-year term with the opportunity for renewal for a second 3-year term.

[Procedure]

- A renewal invitation from the Executive Board will be sent 60 days before the end of a term
- The President will make recommendations to the Faculty of Scholars
- The Faculty of Scholars will take a vote based on these recommendations
- Membership renewal will be visited on a yearly basis with the expectation for remaining on the board being regular attendance and participation
- If an Executive Board member is not attending/participating, their participation can be terminated (see item 4 below)

Membership of the HUGO Executive Board will be open to all HUGO Members. Self-nomination or nomination by other HUGO Members will be accepted, using a standard form. Nominated members will be reviewed and selected by the Faculty of Scholars, with close attention to global representation and gender balance.

The HUGO President will have a three-year term. The President Elect will be recommended from the Executive Board and confirmed by a majority of the HUGO Board at a meeting from which any candidates are recused. The President Elect will serve as Vice President for one (1) year before becoming President for a three (3) year term and will afterwards serve a further two (2) years as Vice President before rotating off the Executive Board. The President Elect/Vice-President will act in the capacity of President, whenever the President is unavailable.

The members for the HUGO Faculty of Scholars will be nominated and elected by the Executive Board. Individuals chosen to become part of the HUGO Faculty of Scholars will serve in this capacity for life. The HUGO Executive Board will determine the maximum number of Scholars elected per year.

2. Role and responsibilities of Executive Board Director

HUGO Executive Board Directors will attend *at least 2/3 of monthly Executive Board meetings*. They will participate in activities of HUGO, including participation in HUGO committees, HUGO Genome Meetings (HGM) Programme Committee, the HUGO Forum, and/or special projects. HUGO Executive Board Directors will act in the best interest of HUGO and in accordance with the goals and vision of the organization. There is no compensation for serving as a HUGO Executive Board Director. The HUGO Executive Board Director is encouraged to augment the financial status of HUGO by facilitating sponsorship of HUGO activities, including the HGM. Financial oversight of HUGO International is performed by Trustees appointed to oversee HUGO International, a non-profit registered in Connecticut, USA.

3. Resignation of an Executive Board Director

Any Executive Board Director may resign at any time by giving written notice to the President. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

If an Executive Board Director fails to attend at least two (2) meetings of the Executive Board in a year *without adequate excuse*, or fails to attend $\frac{2}{3}$ of Board meetings, the President may, in his or her discretion, make a written request for the resignation of such Director and, if the Director does not promptly submit a written notice of resignation, the Director shall be deemed to have resigned in any event.

4. Removal of an Executive Board Director

Any Director may be removed with or without cause by the Executive Board upon the affirmative vote of a majority of the Directors present and voting at a meeting where a quorum ($\frac{2}{3}$) is present, provided that each Director shall have been given written notice prior to the meeting that a purpose of the meeting is to

consider the removal of the Director in question. In the event of a tie vote, the President will cast the deciding vote. The effective date of removal shall be the date of the meeting at which the vote of the Executive

Board regarding the Director in question occurred, unless otherwise provided by the Executive Board. A Director removed in accordance with this section shall be notified in writing of said removal.

5. Replacement of an Executive Board Director

In the event of the resignation or removal of an Executive Board Director, the Faculty of Scholars will select a replacement Director to complete the term as soon as possible within 90 days. Ordinarily the position will be filled by nomination by the Faculty of Scholars. After completing the 3-year term into which they were appointed, the new Director will have the opportunity to serve an additional two 3-year terms up to a maximum of a 6-year commitment.

6. HUGO Faculty of Scholars

The HUGO Faculty of Scholars comprises individuals who have made a significant contribution to HUGO, both past and present, as well as highly qualified individuals new to our organization whose expertise would significantly benefit HUGO in future initiatives. The HUGO Faculty of Scholars are expected to be an elite group of scientists of international stature, with expertise covering a range of genetic/genomic topics from clinical genetics to bioinformatics, single cell sequencing to population genetics, genomic technologies to ethics. The hope is that the Faculty of Scholars will also be involved in HUGO activities, such as speaking at the HUGO meetings, advising or participating in HUGO committees, or writing an opinion paper on a policy or trend that represents HUGO.

[Nominations for the Faculty of Scholars]

Any HUGO Member can nominate a person to serve on the Faculty of Scholars. Nominations will be considered by the HUGO Executive Board and those chosen by majority vote will be invited to serve. Members of the Faculty of Scholars will serve for life but cannot serve on the Faculty of Scholars while being considered for or serving on the HUGO Executive Board.

[Roles and Responsibilities]

Members of the HUGO Faculty of Scholars will nominate individuals to serve as members of the HUGO Executive Board and for consideration for the African Prize and the Chen Awards. The Faculty of Scholars reviews and votes annually for new HUGO Board members and the winners of the African Prize and the Chen Awards.

7. HUGO Committees

- a. Education
- b. Committee on Ethics, Law, and Society
- c. Gene/Disease Specific Database Advisory Council
- d. Nomenclature Standards
- e. Genetic Counseling

Each of the standing committees of HUGO will have two (or more) chairs. Minutes of their meetings, which should occur at least quarterly, will be posted to the HUGO website. On occasion, ad hoc working groups will be created to address focused topics. These must have the approval of the Executive Board.

The Executive Board will determine what funding (if any) each working group is allocated for specific purposes. The Executive Board should receive regular updates of each working group's activities. All HUGO members will have a mechanism during membership establishment/renewal to (1) indicate that they want to be involved and receive regular communications from one or more specific Committees or working groups and (2) have the ability to donate additional funds to specific Committees or working groups. Those funds will come through a central HUGO account for accounting purposes and then be allocated to the budget of that Committee Board Working Group.

Each of the Committees and working groups will develop a mission statement and committee composition, which will be submitted to the Executive Board for approval.

The HUGO Executive Board will be able to add, delete, or reorganize any of the working groups as they deem necessary. This will be accomplished by an affirmative vote of a majority of the Directors present and voting at a meeting where a quorum (2/3) is present.

The HUGO Executive Board may call on any Committee or working group to report to them at an Executive Board meeting, with at least one month's notice. The Executive Board will be kept apprised of Committee Activities from minutes and HUGO Forum discussions.

8. Composition of the HUGO Forum

The HUGO Forum will comprise Chairs of the following HUGO Committees:

- a. Education
 - b. Committee on Ethics, Law, and Society
 - c. Gene/Disease Specific Database Advisory Council
 - d. Nomenclature Standards
 - e. Genetic Counseling
- As well as:
- f. HUGO Executive Board Members
 - g. The HUGO President

and

- h. Liaisons from several international organizations, including, but not limited to:
Global Alliance for Genomics and Health (GA4GH), Human Variome Project (HVP), The
International Federation of Societies of Human Genetics (IFSHG), World Health Organization.

The Chairs of the HUGO Forum will be selected by the HUGO Executive Board. The HUGO Forum will meet bimonthly and allow for open discussion of topics and initiatives of mutual interest.

**HUMAN GENOME ORGANIZATION
INTERNATIONAL, INC.**

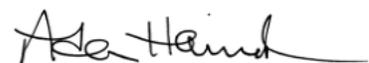
By: Piero Carninci, PhD

President of HUGO



Ada Hamosh, MD, MPH

Vice President of HUGO



And approved by the HUGO Board of Directors