

Bylaws of Health Environment Analysis Laboratory

In addition to the guidelines given in the articles of incorporation, the following by-laws shall control the nature and manner of the work of this organization except that the by-laws shall in no way be interpreted to contradict the articles of incorporation.

1. Types of Research, Projects and Tasks:

1.1 The purpose for the organization of Health Environment Analysis Laboratory (HEAL) is to conduct primary and secondary research leading to the prevention and cure of human cancer in its various forms and locations in the body. Research regarding the prevention or cure of other types of diseases that are incidental or related to oncology may be involved.

1.2 The research shall be so designed that it would reasonably have applicable, useful and possibly lifesaving results.

1.3 The research will initially be conducted with fish which have a known value in the study of cancer susceptibility. Other types of small animals and cell cultures will be used as is appropriate.

1.4 Activities that are necessary to perform research may also be done such as constructing waste water effluent treatment facilities, housing for animals etc.

2. Organization of the corporation:

2.1 A board of directors of at least three people over the age

of 21 with none of them being familial related shall be the governing body of the organization having final decision authority. Any, all or none of the officers of the corporation as outlined in section 3.7 below may be selected as board members.

2.2 Board members will be nominated by the president or board members. New officers or board members shall be approved by vote of the Board of Directors. Nominees to the board of directors must be persons whose only interest thereto is the furtherance of the research goals of HEAL. The board members shall be selected so as to not require extended travel time for meetings. All members of the board shall have one vote in all corporation decisions and elections.

2.3 Decisions of expenditures on salaries, capital and consumable products as well as the types of research shall be approved by the Board of Directors in formal meetings.

2.4 Meetings of the Board of Directors shall be held at least once a year and shall be held as agreed upon by all of the members of this board. Where necessary additional meetings may be held if such meetings are agreed upon by a two thirds majority or three members (whichever is greater) of the board and shall be planned to give sufficient notification at least 30 days in advance of the meeting unless a shorter time is unanimously agreed upon. At least three board members must be present at any meeting of the Board of Directors. If more than three persons are Board members then two thirds of the members must be in attendance when any decision is made affecting the corporation. All meetings shall be conducted in an expeditious and business-like manner. An agenda of items to be addressed in the respective meetings shall be distributed to all board members prior to the meeting.

2.5 The president of the corporation shall preside at and conduct the Board of Directors meetings. If the president is unable to attend then the vice president shall preside.

2.6 A president, vice president and secretary/treasure shall constitute the managing officers of the organization. These officers shall use the resources of the corporation to support and promote its research in a manner consistent with the Articles of Incorporation, by-laws and the decisions of the Board of Directors.

2.7 The terms of office of each of the Board of Directors, president, vice president and secretary/treasure shall be for one year. The officers and board members may be replaced or reinstated at the annual meeting of the Board of Directors. At any time there is a need to replace an officer or director the president or any board member may nominate a person to fill the vacated position and the Board must approve the same.

2.8 The names and addresses of the Board of directors and officers are listed in the amendments to the articles of incorporation filed and dated with the Secretary of State of the state of Washington. They are also attached following the bylaws.

3 Authority of the officers and Board of Directors.

3.1 Authority to hire and to approve types of expenditures and to modify the by-laws rests with the Board of directors. Any change in the by-laws must be submitted within 30 days to the office of the Secretary of the State of Washington and to the U.S. Internal Revenue Service. This shall be done by or under the direction of the secretary of the corporation. A receipt of such filing from the above state and federal offices shall be obtained by the secretary and placed in the HEAL files with the former and new by-laws.

3.2 The authority to manage the operations of the corporation and to pay employees and debtors shall reside in the president and in the secretary/treasure and both officers must sign any expenditure checks.

3.3 Upon the absence of either the president or secretary/treasure the vice president may act for and sign for the absent officer.

3.4 No service, contract, employee, or commodity shall be acquired unless the corporation has on record in its bank account sufficient funds to complete the financial obligations of the contract for any of the above. The above sentence shall not be construed to limit the voluntary contribution of any service or commodity.

4. Funding

4.1 Funding for HEAL research and for the physical facilities of the research will be sought through grants and donations and public contributions.

4.2 All financial contributions and grants made to the corporation shall be deposited in the bank account of HEAL. (Also see section 5.5)

5. Financial Obligations

5.1 All financial obligations shall be fulfilled promptly on or before the day due as per the contractual or purchase agreement deadline. Due to the stipulations in 3.4 above there shall be no cause for late payment. If an emergency arises all members of the board shall be notified immediately and they shall either determine how to make prompt payment or shall make immediate contact and agreement with the payee on special terms for payment.

5.2 All engagements made for research facilities (buildings and property), equipment, employees or services shall be made in writing with the terms signed by the provider and by the corporation President and Secretary/Treasure

5.3 Financial records shall be kept of all receipts and expenditures. All such records shall be kept current daily. At the end of each month a total and summary of the month's income and expenditures shall be made. A concise summary and detailed list shall be prepared for the annual Board of Directors meeting or at additional meetings as the board shall request. Such records shall be kept on file in the corporation offices for a minimum of seven years.

5.4 Annual audits or additional financial records management may be implemented if requested by the Board of Directors.

5.5 Whenever full time researchers are employed there shall be funding solicitation management.

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6. Bank withdrawals, salaries and other payments.

6.1 Any withdrawals from the corporation bank account shall be for the purposes of achieving the stated goals of the corporation (section 1.1). Such expenditures shall be done by two signatures, namely the president and the secretary/treasurer. In the absence of one of these officers they may designate the vice president to co-sign.

6.2 Salaries shall be paid promptly and regularly to employees at prearranged times. This will include research investigators with college degrees, research assistants who may, or may not have college degrees and to non-research employees in support positions such as office work, solicitation, maintenance etc.

6.3 The members of the Board of Directors and the officers of the corporation shall not receive any payment for their service as board members. As stipulated in section 2.5 the meetings are to be efficient and concise in order to respect the volunteer time of the board members.

If board members or officers are hired to work in an

employee capacity he or she shall be paid a predetermined scale appropriate for the work being done and not related to their role as a director or officer. (See section 6.5)

6.4 Salaries paid to employees shall be determined by the prevailing wage of the same position in the same geographical area. The most recent Washington state department of labor wage scale for Thurston County, Washington state and the annual American Chemical Society survey of salaries and jobs are to be used for determining wages for employees in a given category. The highest paid employee of HEAL is expected to be the principal research chemist with a Ph.D. who will also be the laboratory manager. This is category 13017 for the WA Dept. of Labor survey. It would be comparable to industrial Ph.D. Chemists listed in the Chemical and Engineering News Survey attached article summarized in the first table on page 47 and in the last two tables on page 51.

7. Research results and record keeping.

7.1 Research results records and data shall be kept current and maintained at the research office. A concise summary and details of research including data shall be prepared for presentation at the annual Board of Directors meetings or at additional meetings as the Board shall request.

7.2 Research results shall be, in addition to the above, made available to the public through publication in scientific journals. The goals of research projects shall be so designed that the resulting conclusions could reasonably be expected to be accepted by scientific journals used by other scientists in the medical and cancer research fields at large. Thus the research shall be so designed that it would reasonably have applicable, useful and possibly life saving results.

7.3 Patents on the results or on the applications of the results shall be sought if the nature of the results or applications

thereof are patent-able. The purpose of the patent is to secure the results and applications for use by the public.

8. Physical facilities and equipment.

8.1 The corporation may either acquire or rent the property, structures and equipment used for research and its supporting activities.

8.2 The corporation at present owns no property. The main office is the home of the president (at not cost to the corporation) and the research facilities are the property of a veterinarian. See the attached memorandum of agreement with the owner.

Bryant L. Adams, President

Date signed

Officers and Board of Directors of
Heath Environment Analysis Laboratory

Officers as of August 2000.

President

Bryant L. Adams

Address: 3136 60th Ave S.E., Olympia, WA 98501

Vice President

Robert F. Sand

Address: 9221 Littlerock Rd. S.W., Olympia, WA 98512

Secretary/Treasure

Teresa Justice

Address: 9221 B Littlerock Rd. S.W. Olympia, WA 98512

Board of Directors as of August 2000

Bryant L. Adams

Address: 3136 60th Ave S.E., Olympia, WA 98501

Robert F. Sand

Address: 9221 Littlerock Rd. S.W., Olympia, WA 98512

Teresa Justice

Address: 9221 B Littlerock Rd S.W. Olympia, WA 98512

A Memorandum of Agreement Between Health Environment Analysis Laboratory, 3136 60th Ave. SE, Olympia, WA 998501 and Dr. Robert and Mrs. Dolores Sand, 9221 Littlerock rd. SW, Tumwater WA 98512 respecting the latter party's hatchery facilities; entered into for the purpose of furthering the goals of the former party in using trout and other fish species to conduct cancer research.

It is agreed that Health Environment Analysis Laboratory (HEAL), a non-profit corporation, may use the Sand Hatchery (water and hatchery physical facilities) in the use of fish rearing while and for purposes described in the corporation bylaws of HEAL on the condition that the aspects listed in section 1 below shall be fulfilled by HEAL. At the same time aspects listed in section 2 shall be provided by Dr. & Mrs. Sand.

Section 1. Any of the following items required for the its research shall be the total

responsibilities of Health Environment Analysis Laboratory.

Electricity for light, a refrigerator, heat exchanger etc.
1.2. Domestic sewer disposal such as a N.W. Cascade Corp. Honey bucket. carry away.

1.3. Lab waste disposal also a carry away

1.4 Mobil laboratory building

1.5. NPDES and Washington Department of Ecology requirements imposed by the rearing of fish.

1.6. Maintenance of all facilities and grounds of the research

area, keeping the grass mowed.

1.7. The liability for any accidental injuries occurring to any HEAL personnel or to lawful visitors of the same if any liability exists other than upon the person being injured.

1.8. The liability for damages received to the HEAL experiments, animals or equipment, whether the damage is caused by nature, wild animals, domestic animals or human beings.

1.9. Restoration of the hatchery to the condition of the hatchery at the beginning of this Agreement.

1.10 Any other items required for HEAL research not listed above.

Section 2: The following are to be provided by Dr. & Mrs. Sand

2.1. Hatchery physical facility and spring water to an agreed upon amount

2.2. Right of way to the hatchery area.

2.3 Non interference and non-interruption of any fish rearing experiments other than those imposed in the bylaws.

This agreement shall last for the period until

but may be renewable upon consent of the parties signed below.

Robert F.Sand, DVM, Hatchery Owner Date

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Dolores Sand, Hatchery Owner Date

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Bryant L. Adams,PhD HEAL President Date