

CLEMENS CYCLE FOR CANCER AMENDED BYLAWS

ARTICLE I - FORMATION

- I.1 Name.** The name of the corporation is “Clemens Cycle for Cancer”.
- I.2 Purpose.** The corporation raises funds and awareness supporting research to discover less invasive and more successful treatments in all forms of oncology.
- I.3** The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including The Miami Valley Hospital Foundation of Dayton, Ohio, The James Cancer Hospital and Solove Research Institute of Columbus, Ohio, and any successor organizations to the aforementioned charitable organizations that meet the corporation's charitable purpose.
- I.4** The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be performed by a non-profit corporation organized under Chapter 1702 of the Ohio Revised Code and which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes.
- I.5 Restrictions.** No part of the corporation earnings shall inure to the benefit of or be distributable to any Director, Officer, member, or other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The corporation may not attempt to influence legislation as a substantial part of its activities, and it may not participate at all in campaign activity for or against political candidates. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- I.6 Membership.** Membership shall consist of the Board of Directors and anyone duly nominated and accepted into membership by the Board of Directors.
- I.7 Location.** The principal office of the corporation shall be located at such place as the Board of Directors may determine.
- I.8 Seal.** The Board shall have the power to adopt and alter the corporation seal.

ARTICLE II - DEFINITIONS

- II.1 Charitable Purpose.** The exempt purposes as set forth in IRC Section 501(c)(3) include charitable, religious, educational, and scientific purposes. The term charitable is used in its generally accepted legal sense and includes advancement of education or science and erection or maintenance of public buildings, monuments, or works.
- II.2 Board.** The Board of Directors of the corporation.

ARTICLE III - BOARD OF DIRECTORS

- III.1 Authority and Responsibility.** All corporate powers shall be exercised by or under the authority of, and the business of the corporation managed under the direction of, the Board.
- III.2 Size.** The Board shall have up to nine and not fewer than five members.
- III.3 Compensation.** The Board receives no compensation other than reimbursement of reasonable expenses.
- III.4 Elections.** Election of Directors will occur as the first item of business at the annual meeting. Directors will be nominated by any current director and will be elected by a majority of the corporation's members.
- III.5 Terms.** All Directors shall serve one year term and until their successors are chosen and qualified. Directors are eligible to serve unlimited successive terms.
- III.6 Quorum.** A quorum must be attended by at least a majority of Directors before business can be transacted or motions made or passed.
- III.7 Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Director may be terminated for excess absences from the Board if three unexcused absences from Board meetings occur in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.
- III.8 Vacancies.** A Director's vacancy for any reason may be filled by the Board by the appointment of a successor for the unexpired term of the Director whose place is vacant.

ARTICLE IV – OFFICERS

- IV.1 Designation.** Officers of the corporation shall include President, Vice President, Secretary, Treasurer, and such other Officers as the Board may determine.
- IV.2 Concurrent Positions.** A person may hold more than one office provided that the President and Secretary may not be the same person.
- IV.3 Compensation.** The Officers receive no compensation other than reimbursement of reasonable expenses.
- IV.4 Duties.**
President shall be the Chief Executive Officer of the corporation, exercise general supervision and control of the affairs of the corporation, convene Board meetings, preside or arrange for other Officers to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.
Vice-President will perform the duties of President in his/her absence and shall chair Committees as designated by the Board.
Secretary shall maintain records of Board actions and other corporate records, including overseeing the taking of minutes at all meetings, distributing copies of minutes and agenda to each Director, and sending meeting notifications.
Treasurer shall oversee receipt and disbursement of all funds, make a report at each Board meeting, and make financial information available to Directors and the public.
- IV.5 Authority.** Each Officer shall have such other duties and powers as prescribed by the Bylaws, Articles of Incorporation, the Board, and law

ARTICLE V - COMMITTEES

- V.1 Creation.** The Board may create Committees as needed to pursue the organizational purpose.
- V.2 Executive Committee.** The Offices of President, Vice President, Secretary and Treasurer shall comprise the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- V.3 Finance Committee.** The Treasurer shall chair the Finance Committee which includes other members as may be required. The Finance Committee develops fiscal procedures to ensure the proper management and control of the corporation financial affairs. The Finance Committee sets an annual budget and reviews this with the Board which must approve the budget. All expenditures must be within the budget. Any material change to the budget must be approved by the Board or Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the corporation are public information and shall be made available to the Directors, membership, and the public.
- V.4 Nominating Committee.** The Board of Directors shall act as the Nominating Committee with the President designated as the chair. The Nominating Committee shall nominate persons for the offices of President, Vice President, Secretary, Treasurer, and any vacant position for the unexpired term of such position. Any member of the corporation may offer nominations for appointment to the Nominating Committee.
- V.5 Reports.** Each Committee shall submit a written report to the Board at least once each fiscal year covering the Committee activities since the previous report.

ARTICLE VI – MEETINGS

- VI.1 Annual Meeting.** The date, time and place of the regular annual meeting shall be set by the Board.
- VI.2 Meetings.** The Board meets at least quarterly at an agreed date, time and place as called upon by the Board, the President or the Secretary on written notice to the Directors. The Board may also call meetings of members from time to time.
- VI.3 Notice.** An official meeting requires that each Director have notice of the date, time and place of such meeting. Written notice, when required, must be delivered by the Secretary ten days in advance of the meeting date. When written notice is not required, telephone, electronic mail or other reliable means of communication may be made at least 24 hours before the meeting time.
- VI.4 Quorum.** A quorum must be attended by a majority of members before business can be transacted or motions made or passed.
- VI.5 Voting.** Each member shall be entitled to one non-cumulative vote on each matter submitted. A simple majority of the votes cast in person or by proxy shall be required for adoption of any matter voted upon, except as otherwise required by

the Bylaws, Articles of Incorporation, or applicable law. The President shall cast the deciding ballot in matters having equal support and opposition.

ARTICLE VII – INDEMNIFICATION

- VII.1 Indemnity.** Each Director, Officer, or member of the corporation and their heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the corporation, if the funds so permit, from and against:
- VII.2** all costs, charges, and expenses that such Director, Officer, or member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of his or her duties pursuant to the Bylaws; and
- VII.3** from and against all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the corporation except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE VIII - AMENDMENTS

- VIII.1 Proposal for Amendment.** . A proposed amendment of the Bylaws shall be sponsored by at least one Director and submitted to the Secretary or President at least ten days before the next meeting of the Board. The proposed amendments shall be forwarded to all Directors at least three days before the meeting.
- VIII.2 Adoption.** An amendment to the Bylaws shall be adopted when approved by a three-fourths majority of the Board.

ARTICLE IX - DISSOLUTION

- IX.1 Procedure.** The corporation may be dissolved by a three-quarters vote of the Directors.
- IX.2 Dissolution.** In the event of the liquidation or dissolution of the corporation no individual shall be entitled to any distribution or division of its property or its proceeds; and all funds and property of the corporation shall be transferred to or applied for the benefit of one or more exempt purposes, as then defined by law to which the corporation must adhere, as selected by the Board, and by any Court of Competent Jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - ACCEPTANCE

- X.1** These amended Bylaws were approved at a meeting of the Board of Directors on the 23rd of June in the year 2006.

As recorded by: _____/Linda S. O'Brien_____, Secretary