

# **BYLAWS**

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## MISSION STATEMENT

The American Cancer Society, Inc.'s (the "Corporation") mission is to improve the lives of people with cancer and their families through advocacy, research, and patient support, to ensure everyone has an opportunity to prevent, detect, treat, and survive cancer.

## PREAMBLE

The Corporation is a nonprofit organization incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not engage in any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (b) by an organization whose contributions are deductible under section 170(c)(2) of the Code or

At-Large Directors shall be elected to serve two-year terms unless a lesser term is required to fill a vacancy. An At-Large Director's term will commence and end on the dates set forth in the resolution adopted by the Board. Each At-Large Director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified unless removed pursuant to Section 1.16 of these Bylaws. No individual shall be nominated as an At-Large Director if his or her election will result in service of more than three consecutive two-year terms. Time served in any of the four Volunteer Officer positions does not count against this term limit.

Section 1.3 Medical Profession Representation: For the purposes of these Bylaws, the "Medical Profession" shall be defined as doctors of medicine, doctors of dental medicine, doctors of dental surgery, doctors of osteopathic medicine, doctors of philosophy in the biological sciences, and doctors of science. Additionally, nurses, pharmacists, and social workers shall be defined as part of the Medical Profession if they have at least a master's degree. Members of the Medical Profession created the Corporation in 1913 and since that time have played an invaluable role leading the organization. The diverse perspectives of members of the Medical Profession are essential to achieve the Corporation's Mission; therefore, the Corporation is committed to include appropriate representation from the Medical Profession as determined by the Board of Directors.

Section 1.4 Omitted

Section 1.5 Compensation: Board members shall not be compensated for serving on the Board of Directors but may be reimbursed for reasonable and necessary expenses incurred on behalf of the Corporation.

Section 1.6 Resignations: Board members, including Volunteer Officers, may resign from the Board of Directors by giving written or electronic notice to the Chair of the Board or the Secretary. The acknowledgement of any such resignation, unless required by the terms thereof, will not be necessary to make such resignation effective. Unless otherwise specified, resignations are effective as of the date and time of delivery to the Chair of the Board or Secretary.

Section 1.7 Meetings: The Board shall hold at





be approved by the Board of Directors, and shall review the charter annually for adequacy and recommend any necessary changes to the Board of Directors.

Section 2.3 Compensation Committee: There shall be a committee, which shall serve as the Corporation's "Compensation Committee," and which shall be a committee of the Board, to assist the Board in fulfilling its oversight responsibilities for determining the adequacy and



ARTICLE III

OFFICERS

Section 3.1 List of Volunteer Officers: The Volunteer Officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a Board Scientific Officer, a Treasurer of the Board, a Secretary of the Board, and such other officers as

available to serve additional terms within the proscribed term limits set forth for At-Large Directors. The Immediate Past Chair shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.8 Provisions Concerning Holding More Than One Office: The Board of Directors may, by resolution not inconsistent with these Bylaws, add to and further define the duties of any officer. Any offices may be combined and held by the same person except that the offices of Chair and Vice



entitled. No provision of this Section 4.8 shall permit or require indemnification or advancement of expenses insofar as such indemnification or advancement would constitute an “excess benefit transaction” within the meaning of Section 4958 of the Code or private inurement or an impermissible degree of private benefit for purposes of Section 501(c)(3) of the Code.

(d) Determination of Indemnification and Advancement: Any indemnification or advancement of expenses under this Section 4.8, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that such indemnification or advancement is consistent with applicable law and these Bylaws. The determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to the matter giving rise to the claim for indemnification or advancement of expenses, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Enforcement of Indemnification and Advancement: If the Corporation refuses to indemnify any person who may be entitled to be indemnified or to an advancement of expenses under this Section 4.8, such person shall have the right to maintain an action in any court of competent jurisdiction against the Corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the Corporation for all fees and expenses (including without limitation attorneys’ fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement, or appeal of such action).

(f) Non-Exclusivity of Rights: The right to indemnification and the advancement of expenses conferred in this Section 4.8 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, provision of these Bylaws, agreement, vote of disinterested directors, or otherwise.

(g) Contract Rights: The rights to indemnification and to the advancement of expenses conferred in this Section 4.8 shall be contract rights, representing a bargained-for, contractual condition of an individual’s service in a Covered Capacity. Such rights shall continue as to an indemnitee who has ceased to serve in a Covered Capacity and shall inure to the benefit of the indemnitee’s heirs, executors and administrators. Although this Section 4.8 may be amended or repealed, no such amendment or repeal shall release, terminate, or adversely affect the rights of a person to indemnification or advance of expenses under this Section 4.8 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit, or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(h) Insurance: The Corporation shall purchase and maintain insurance to indemnify the Corporation and its directors, officers, employees, volunteers, and agents to the fullest extent permitted by applicable law in effect from time to time.

(i) “Covered Capacity”: A person shall be deemed to serve in a “Covered Capacity” insofar as he or she serves as director, officer, employee, volunteer or agent of the Corporation or insofar as he or she serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation. Unless the Board shall determine otherwise, any director or officer of the Corporation who shall serve as a director, trustee, partner, member, officer, employee, or agent of a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise of which the Corporation, directly or indirectly, is a member, shareholder, or creditor, or in which the Corporation is in any way interested, shall be presumed to be serving as such at the request of the Corporation. In the absence of this presumption, the Board shall determine whether a person is or was serving at the request of the Corporation, and it shall not be necessary to show any actual or prior request for such service. The Board’s determination

ARTICLE VII

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the entire Board of Directors at a meeting at which a quorum is present.

ARTICLE VIII

BOARD MEETING PROCEDURES

The conduct of Board of Directors meetings will be governed by rules adopted by the Board of Directors. In case of a conflict between such rules and these Bylaws, these Bylaws will govern.