Bylaws of Southern Oregon Foundation Supporting a Cure for Cancer

SECTION 1. MISSION

The mission of Southern Oregon Foundation Supporting a Cure for Cancer is to financially support organizations whose purpose is prevention of cancer, saving lives and eliminating suffering from cancer, and/or research, education and service related to cancer.

SECTION 2. MEMBERS

2.1 Active Member Designation and Admission.

The corporation will have one class of voting Members ("Active Members") consisting of not less than 45 Active Members or more than 53 Active Members. The initial Active Members of the corporation are listed in Exhibit "A", attached hereto. Each year, prior to the March Membership meeting, Active Members may propose individuals for admission as new Active Members. Each year, the Active Members will vote on the admission of new Active Members at the April Membership meeting. After the April Membership meeting, individuals approved for admission will receive from the Corresponding Secretary a written invitation to join the corporation as an Active Member. The individuals receiving the invitation will have 2 weeks within which to accept the Membership invitation. Each May, the outgoing President, the incoming President and the President Elect will hold an orientation meeting for new Active Members, at which time they will receive a copy of these Bylaws and other pertinent orientation information. New Active Members will be introduced at the June Membership meeting and will be accompanied to such meeting by the Active Member who proposed the new Active Member for Membership. Active Members are expected to fulfill the duties and responsibilities of Membership in accordance with the policies of the corporation, as they may be modified from time to time. An Active Member is responsible for finding another Member to perform the Active Member's duties when the Active Member is unable to perform them.

2.2 Other Classes of Membership.

Excalibur Members are those Active Members who have retired from active membership and who have either served as President, served as chair or co-chair of the annual ball charity event or given eight (8) years of service to the corporation as an Active Member. Retired Members are those who have retired but do not meet the qualifications of Excalibur Members. Excalibur Members and Retired Members may request to rejoin the corporation as Active Members. Excalibur Members and Retired Members have no voting rights.

2.3 Changes in Status of Member.

A Member may resign at any time by delivering written notice to the President or the Recording Secretary. A resignation is effective on September 1 following the date on which notice of resignation was given. An Active Member may request a leave of absence because of illness, moving from the area or other reasons. The leave may be granted for up to 2 years, at the discretion of the President. An approved leave of absence is effective on September 1 following the date on which the leave was approved. All changes in status for Members will be considered and acted upon at the January Membership meeting. The President will oversee all Membership status changes.

2.4 Annual Dues.

Annual dues of $50 will be paid each year by Active Members including those Active Members who are on leave of absence. Dues are payable on or before the September Membership meeting.

2.5 Regular Meetings.

Regular meetings of the Members will be held at 10:30 a.m. on the first Monday of the months of March, April, May, June, October and November, and on the second Monday in September and January. Occasional evening meetings will be held on the first Monday of regular meeting months with advance notice to the membership

2.6 Special Meetings.

A special meeting of Members must be held (a) on the call of the Board of Directors or (b) if the holders of at least 25% of the voting power of the corporation sign, date, and deliver to the Recording Secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.

2.7 Place of Meetings.
Meetings of the Members may be held at any place designated by the Board of Directors.

2.8 Telephonic Meetings.
Members may participate in a regular meeting or a special meeting by using any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in the meeting by this means is deemed to be present in person at the meeting.

2.9 Proxies.
Members may participate in a meeting by written proxy duly executed and filed with the Recording Secretary. No proxy will be valid after 12 months from the date of its execution unless otherwise provided in the proxy.

2.10 Action by Written Ballot.
Any action that may be taken at a Members' meeting may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the Members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of Directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

2.11 Notice of Meetings.
The corporation must notify its Members of the place, date, and time of each special meeting of Members no fewer than 30 days before the meeting and no more than 60 days before the meeting. Notice to each Member entitled to vote at the meeting must be delivered in person or sent by prepaid mail or private carrier or by email or other form of wireless communication at the Member's last mailing, email or facsimile address as set forth in the corporate records. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

2.12 Waiver of Notice.
A Member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the Member entitled to the notice, specify the meeting for which notice is waived, and be delivered to the corporation, in person, by mail or by email, for inclusion in the minutes or filing with the corporate records. A Member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the Member of the meeting unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

2.13 Quorum and Voting.
A quorum of the Members will consist of more than 50% percent of the number of Members immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken will be the act of the Members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of Members.

SECTION 3. DIRECTORS

3.1 Powers.
Subject to limitations and conditions imposed by the Members, all corporate powers will be exercised by or under

the authority of, and the affairs of the corporation will be managed under the direction of, the Board of Directors.

3.2 Composition.
The Board of Directors will consist of the following Active Members: President, President Elect, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer Elect, Immediate Past President and the Advisory Board. The Advisory Board will consist of the Past President from two years prior and two Active Members appointed by the President.

3.3 Election and Tenure of Office.
Directors will be elected at the regular meeting of Members held in May. Directors serve for one-year terms, except Advisory Board Members serve for two-year terms. Two Advisory Board Members are replaced each year. Directors may serve for consecutive terms.

3.4 Vacancies.
A vacancy in the Board of Directors will exist on the death, resignation, or removal of any Director. A vacancy in the Board of Directors may be filled by the Members at any meeting. Each Director so elected will hold office for the balance of the unexpired term of his or her predecessor.

3.5 Removal.
A Director may be removed at any time, with or without cause, by vote of a majority of the Members.

3.6 Regular Meetings.
The Board of Directors may determine to have regular meetings. No notice is required for regularly scheduled meetings of the Board of Directors.

3.7 Telephonic Participation.
Directors may participate in a regular meeting or a special meeting by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

3.8 Action without Meeting by Unanimous Written Consent.
Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section 3.8, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

3.9 Call and Notice of Meetings.
No notice is required for regularly scheduled meetings of the Board of Directors. Directors will be notified of the place, date, and time of each special meeting of Directors no fewer than seven (7) days before the meeting and no more than 30 days before the meeting. Notice to each Director entitled to vote at the meeting must be delivered in person or sent by prepaid mail or private carrier or by email or other form of wireless communication at the Director's last mailing, email or facsimile address as set forth in the corporate records. Notice of a special meeting must describe the purpose or purposes for which the meeting is called. The President or 25% of the Directors then in office may call and give notice of a special meeting of the board.

3.10 Waiver of Notice.
A Director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or

transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.11 Quorum and Voting.
A quorum of the Board of Directors will consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken will be the act of the Board of Directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of Directors.

SECTION 4. COMMITTEES

4.1 Committees.
The Members may create one or more committees of the Members and appoint Members to serve on them or designate the method of selecting committee Members. Committees will perform such functions and duties as are assigned to them by the Members. Committee Members are appointed by the Board of Directors.

4.2 Standing Committees.
The corporation will have the following standing committees: a) the Executive Committee consist of the President, President Elect, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer Elect, Immediate Past President; b)the Nominating Committee consists of the three (3) most recent past Presidents, and it recommends a slate of incoming officers and Advisory Board Members and presents the slate at the April meeting; c) the Supply Committee (a committee of one) keeps track of the supplies; d) the Excalibur Coordinator (a committee of one) coordinates any activities of the Excalibur Members; e) the Hospitality Committee (a committee of one) sends a single yellow rose or card to Members when appropriate; f) the Database Manager (a committee of one) maintains the mailing list and creates the lists of officers and committees, meeting and hostess schedules, party rosters in coordination with the Auction Committee and Membership rosters; g) the Historian (committee of one) is appointed for a period of two years and keeps records of all pertinent materials; and h) the Auction Committee is responsible for the annual fund-raising event; and i) the Focus Committee will consist of 5 to 7 Active Members appointed by the President and will serve a two-year term. This committee will have one chairperson who will hold the position for two years and will have the option to serve a second two-year term with the consent of the President. The chairperson will act as a liaison between Hillcrest and the charitable organization that Membership has agreed to support. The committee reviews grant applications and recommends a funding proposal for the coming year to the Active Members.

SECTION 5. OFFICERS

5.1 Designation; Appointment.
The officers of the corporation will be Active Members of the corporation and will include a President, a President Elect, a Recording Secretary, a Corresponding Secretary, a Treasurer, Treasurer Elect, the Immediate Past President and any other officer that the Board of Directors may from time to time appoint. Except for the Immediate Past President, the officers will be appointed by, and hold office at the pleasure of, the Membership and are elected at the May Membership meeting.

5.2 Term of Office.
Each officer serves for a one-year term. Any officer may be removed, with or without cause, at any time by action of the Members.

5.3 President.
The President presides over the regular meetings of the Members and the meetings of the Board of Directors. The President performs such duties as directed by the Board of Directors. In case of a tie vote on any question presented to the Membership or the Board of Directors, the President has the deciding vote.

5.4 President Elect.
The President Elect chairs the Hospitality Committee.

5.5 Recording Secretary.
The Recording Secretary keeps the minutes of all meetings. After each meeting, the Recording Secretary furnishes

the President the attendance record and sends out the minutes to the Members.

5.6 Corresponding Secretary.
The Corresponding Secretary maintains the official correspondence, thank you notes, responds to memorial donations for both donors and family of the deceased, and issues invitations to new Active Members. In the absence of the Recording Secretary, the Corresponding Secretary performs the duties of the Recording Secretary.

5.7 Treasurer.
The Treasurer is the custodian of the funds. The Treasurer, as directed by the Membership, disburses funds, collects fees and dues, pays bills, keeps accurate records and provides a financial report at each meeting. At the March meeting of the Membership, the Treasurer provides an annual financial report and a proposed budget. The Treasurer insures that all corporate tax forms and state and federal financial reports are filed correctly and on time. The Treasurer sends official receipts with confirmation of the corporation's charitable status and tax ID# to all donors of money and purchasers of items at the annual ball.

5.8 Treasurer Elect.
The Treasurer Elect assists the Treasurer, who is the custodian of all funds, in specified duties as pertaining to these funds. This person stands for election as Treasurer the following year.

5.9 Immediate Past President.
In the absence of the President, the Immediate Past President will perform the duties of the President.

SECTION 6. AMENDMENT

Amendments to these bylaws must be approved by both the Board of Directors and the Members. Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place. Example.

Amendment Adopted March 4, 2019

Amendment Adopted updates
2.5 Regular Meetings
Add: Occasional evening meetings will be held on the first Monday of regular meeting months with advance notice to the membership
5.6 Corresponding Secretary
Add: thank you notes, responds to memorial donations for both donors and family of the deceased, and issues invitations
5.6 Treasurer
Delete: responds to memorial donations for both donors and family of the deceased
Add: The Treasurer insures that all corporate tax forms and state and federal financial reports are filed correctly and on time. At the March meeting of the membership, the Treasurer provides an annual financial report and a proposed budget. The Treasurer sends official receipts with confirmation of the corporation's charitable status and tax ID# to all donors of money and purchasers of items at the annual ball.

Recording Secretary (signature)

Cristine Fairbanks
(printed name)