

**BY-LAWS
of
The Prostate Cancer Educational Institute of Virginia**

Richmond, Virginia

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**By-Laws
of
The Prostate Cancer Educational Institute of Virginia**

ARTICLE 1

General

1.1 These By-Laws govern the activities of the Prostate Cancer Educational Institute of Virginia (hereinafter referred to as the "Corporation").

ARTICLE 2

Purpose and Mission

2.1 Purpose. The affairs and activities of the Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), affecting nonprofit organizations described in Section 501(c)(3) of the Code.

2.2 Mission. The mission of the Corporation is to provide for the education of individuals and organizations of the symptoms, treatments, and survivorship of prostate cancer.

2.3 The Corporation, at the direction of the Board of Directors, shall perform any other acts and functions, not inconsistent with these By-Laws which will further the purpose of the Corporation.

ARTICLE 3

Directors

3.1 General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the Board of Directors shall develop, adopt and maintain policies and procedures consistent with these Bylaws, which set forth the standards of conduct for members and the Corporation.

3.2 Number of Directors. The Board of Directors shall be comprised of no fewer than 3 nor more than 15(3-15) members including officers.

3.3 Election and Removal of Directors; Quorum.

(a) Except as otherwise provided herein or in the Articles of Incorporation, Directors shall be elected by a majority of the votes cast at the Annual Meeting of the Board of Directors to succeed those Directors whose terms have expired and, if not otherwise filled, to fill any vacancies then existing.

(b) Directors shall serve in their capacity as directors until such time as a majority of the Board of Directors votes (or takes action by meeting in lieu of a vote) to remove such Director or until such time as a Director resigns.

(c) Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors at any meeting of the Board of Directors. The term of office of any Director so appointed shall commence on the date appointed.

(d) A majority of the number of Directors appointed and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

3.4 Meetings of Directors.

(a) Annual Meetings. An annual meeting of the Board of Directors shall be held in November of each year ("Annual Meeting") within or without the Commonwealth of Virginia.

(b) Regular Meetings. Other meetings of the Board of Directors shall be held every month and at times fixed by resolution of the Board, or upon call of the Chairman of the Board, the Chair or a majority of the Directors. The Secretary shall give not less than three (3) days notice by letter, telephone or electronic transmission of all meetings of the Board of Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by any means of communication whereby all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such meeting. A written record shall be made of any action taken at a meeting conducted by such means of communication.

3.5 Actions by Directors or Committee Without Meeting. Any action which may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if one or more consents in writing, setting forth the action so taken, is signed either before or after such action by all of the Directors or all of the members of the committee, as the case may be, and delivered to the Secretary for inclusion in the Corporation's minutes or filing with the

corporate records. Such action shall be effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each Director or committee member. Any such consent shall have the same force and effect as a unanimous vote of the Directors or committee members.

3.6 Compensation. A Director shall not be entitled to compensation for services rendered as a Director. No Director shall be an employee of the Corporation.

3.7 Duties. The Board of Directors shall:

- (a) Supervise the Corporation's fiscal affairs and responsibilities;
- (b) Act for the Corporation only with expressed consent of the Board;
- (c) Exercise general supervision of and make rules for the Corporation's affairs;
- (d) Keep a complete record of the Corporation's proceedings, and be responsible for the custody and preservation of its papers and documents;
- (e) Prepare, publish, and distribute an annual report, and other reports as warranted;
- (f) Establish a long-term plan that will be reviewed and evaluated every five years; and
- (g) Establish committees to accomplish approved tasks and projects as needed.

ARTICLE 4

Membership

4.1 Eligibility. The Corporation's membership consists of Prostate cancer survivors, those diagnosed with prostate cancer and others who may be affected by prostate cancer.

4.2 Admission. All members who wish to participate in Corporation activities must complete an initial participation form including but not limited to information about an emergency contact, a liability waiver and demographic information. After the first visit, each participant must sign in to a log book.

4.3 Participation. The members of the Corporation may participate in Corporation activities contingent that they abide by the rules and regulations prescribed by the Board of Directors. Any member may be barred from participating in Corporation activities for dangerous and inappropriate behavior or activities. A motion to bar a member shall be made before the Chairperson at a Board of Directors meeting and then followed by an affirmative vote of two-thirds (2/3) of Board of Directors present.

ARTICLE 5

Officers

5.1 Initial Board of Directors. Initially the Board of Directors Robert B. Jones, Chester E. Strait and Timothy J. Wallace. A Chairperson, Vice-chairperson, Secretary, and Treasurer were then elected by the initial Board of Directors.

Chair and Treasurer: Robert B. Jones

Vice-Chair: Timothy J. Wallace

Secretary: Chester E. Strait

5.2 Election of Officers; Terms. The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary and Treasurer. Other officers, may from time to time be elected by the Board of Directors, and they shall hold office for such terms as the Board of Directors may prescribe. The term for each officer shall commence on January 1 and end on December 31 of the same year unless this provision is waived by a 2/3 vote of the Board of Directors. The same individual may hold more than one office simultaneously.

5.3 Removal of Officers; Vacancies. Any officer may be removed with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

5.4 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

5.5 Duties of the Chairperson. The Chairperson shall preside over all meetings of the Corporation. S/he shall call special meetings of the Board of Directors when requested, transmit reports, plans and recommendations to the community, and, in general, shall act as spokesperson for the Corporation. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees, he/she shall be ex officio a member of all committees of the Board. The Chair may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or as otherwise required by law. In addition, he/she shall perform all

duties incident to the office of the Chair and such other duties as from time to time may be assigned to him/her by the Board of Directors.

5.6 Duties of the Vice Chair. The Vice Chair shall preside in the absence of the Chair and shall perform and exercise the powers of the Chair in such absence. If the Chair cannot fulfill the term of office, the Vice-chairperson will perform the duties of Chair until such time that nominations and a special election can be held to elect a new Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair or the Board of Directors.

5.7 Duties of the Treasurer. The Treasurer shall oversee the financial affairs of the Corporation, report on the financial status of the Corporation, and perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or the Chair. The Treasurer shall maintain custody of all funds received by the Corporation and shall deposit the same in the name of the Corporation. Under the Corporation's authorization, the Chair and Treasurer shall both be required to sign all orders of money and shall pay out and disburse Corporation's funds. The Vice-chairperson shall be considered an alternate on behalf of the Chair in his/her absence.

5.8 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and members of the Corporation. The Secretary shall help the Chair prepare an agenda for regular and special meetings, prepare and distribute minutes of the Corporation's meetings, maintain the records of the Corporation and prepare correspondence. When requested, he shall also act as secretary of the meetings of the committees of the Board. He shall keep and preserve the minutes of all such meetings in permanent books. He shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the Chair. The Secretary shall keep records of participation (past and present) for the Corporation.

5.9 Compensation. No officer shall be entitled to compensation for services rendered as an officer.

ARTICLE 6

Conflict of Interest Policy

6.1 Compliance With Governing Law. The Corporation and the Board of Directors shall comply with all Virginia and local laws concerning conflict of interest transactions (as defined in Section 13.1-871 of the Virginia Code) applicable to Virginia non-stock corporations.

In extension (and not in limitation) thereof, the Board of Directors shall comply with the provisions hereinafter set forth.

6.2 Abstention from Conflict Matters.

(a) Each Director shall abstain from voting on, or from otherwise participating in any way in any decision concerning, any transaction between the Corporation and the Director, between the Corporation and a member of such Director's family (as hereinafter defined), or between the Corporation and a business entity, trust or estate which such Director or family member directly or indirectly controls or with respect to which such Director or family member has a material financial interest (any such transaction is hereinafter referred to as a "Conflict of Interest Transaction"). For purposes of this Article, the following persons shall be deemed to be members of a Director's family: such Director's spouse, the grandparents of such Director or of such Director's spouse, the lineal descendants of the grandparents of such Director or of such Director's spouse, and the spouse of each such grandparent or lineal descendant.

(b) Any Director who becomes aware of an actual or potential conflict of interest on the part of such Director or on the part of a member of such Director's family must promptly disclose such interest to the Board of Directors (any such Director is hereinafter referred to as a "Conflicted Director" and any such conflict of interest is hereinafter referred to as the "Conflict"). Such Conflict shall be made a matter of record. When such Conflict becomes relevant to any matter requiring action by the Board of Directors or any committee thereof, such Conflict shall be called to the attention of the Board of Directors or such committee, as the case may be, and the Conflicted Director shall remove himself or herself from the discussions and abstain from voting on such matter.

6.3 Permissible Conflict of Interest Transactions. The Corporation may enter into a Conflict of Interest Transaction if, in advance of doing so, the Board of Directors (i) takes reasonable steps to ensure that the terms of such transaction are fair and reasonable to the Corporation under the circumstances, and (ii) documents such steps and the basis for the conclusion that such transaction is fair and reasonable to the Corporation.

6.4 Officers; Committee Members. The foregoing provisions of this Article shall also apply to officers of the Corporation and to committee members.

6.5 Representation to Public at Large. No member or group shall independently represent themselves as "the Corporation" for personal or monetary gain. Funds received shall be handled as prescribed under guidelines set forth in the Articles.

6.6 Code of Conduct. All meetings and business related to the Corporation shall operate under an ethical code of conduct. Any officer or member performing any duty related to the Corporation is representative of the committee as a whole, and his/her behavior shall be conducted respectfully and with honor and honesty. No member shall knowingly falsify, conceal, or misrepresent facts to achieve goals related to the organization.

6.7 Discrimination. The BOD shall not show favoritism when granting contracts or services in the course of conducting business. The Board of Directors will not discriminate on the basis of race/ethnicity, color, national origin, gender, sexual orientation, gender expression, marital status, creed, veteran status, political service or affiliation, disability, or age in the provision of services or the administration of any of its programs or policies.

ARTICLE 7

Meetings

7.1 Open to the Public. Meetings of the Board of Directors will be held as needed and will be open to the public. Closed executive sessions may be called by the Chair and any actions or recommendations will be presented to the Board of Directors.

7.2 Order of Business. The order of business at all regular meetings shall be as follows:

- (a) Roll call of members in attendance;
- (b) Approval of minutes of previous meeting;
- (c) Treasurer's report;
- (d) Old business;
- (e) New business; and
- (f) Adjournment.

ARTICLE 8

Corporate Records

8.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, of all actions taken by the Board of Directors without a meeting, and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

8.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

8.3 Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

8.4 Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

(a) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;

(b) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;

(c) Any resolutions adopted by the Corporation's Board of Directors;

(d) The minutes of all Board of Directors' meetings, and records of all action taken by the Board of Directors without a meeting, for the previous three (3) years;

(e) All written communications to Directors generally within the previous (3) three years, including the financial statements furnished for the previous (3) three years;

(f) A list of the names and business addresses of the Corporation's current directors and officers;

(g) The Corporation's most recent annual report delivered to the State Corporation Commission; and,

(h) Form 1023, Application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service.

ARTICLE 9

Amendments and Rules

9.1 Amendments. Amendments to these By-Laws may be proposed by any members of the BOD. Such proposed amendments may be voted on at any meeting of the BOD where there is a quorum present. The proposed change must have an affirmative vote of two-thirds (2/3) of those BOD members present to be accepted. Notice of all proposed amendments shall have been sent to and receipt acknowledged by the Board of Directors at least ten (10) days prior to such a meeting.

9.2 Rules. Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE 10

Dissolution

- 10.1 Dissolution. If the Corporation dissolves or ceases to operate all monies held under the name of organization shall be either returned to appropriate granting agencies or turned over to the a prostate cancer awareness organization as selected by the BOD to use and also to be distributed, as they see fit or to other civic organizations in the community.

ARTICLE 11

Miscellaneous

11.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

11.2 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year and shall consist of such accounting periods as may be fixed by the Board of Directors.

11.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile signature.

11.4 Indemnification.

(a) To the full extent that the Virginia Non-stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a Director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

(b) To the full extent permitted and in the manner prescribed by the Virginia Non-stock Corporation Act and any other applicable law, the Corporation shall indemnify a Director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a Director or officer or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Reference herein to Directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

(d) The indemnification provisions of these Bylaws may be amended, altered or repealed only by the unanimous vote of the Board of Directors at any meeting of the Board of Directors or by unanimous written consent of the Board of Directors in lieu of such meeting.

Adopted this 1st day of August,. 2012 by the Corporation.

Robert B. Jones, Chairman

Timothy J. Wallace, Vice-chairman

Chester E. Strait, Secretary

Robert B. Jones, Treasurer