

**BYLAWS OF
NATIONAL ALLIANCE OF STATE PROSTATE CANCER COALITIONS A
CALIFORNIA PUBLIC BENEFIT CORPORATION**

ORIGINAL VERSION DATED 23 JANUARY 2006

**PREVIOUS VERSION INCORPORATED ALL APPROVED MOTIONS THAT
AFFECT THE BYLAWS THROUGH 1 September 2013**

These changes have been incorporated by authority of the Board of Directors pursuant to passage of the following motion on 19 January 2010.

Change the Bylaws and the Policy Statement documents to reflect all of the changes sent out on September 29, 2009 and any other changes that may be approved during this meeting. Allow this to be done on a continuing basis after any Board vote that effectively changes the Bylaws or Policy Statements.

AMENDMENTS Passed on 18 July 2017: 1) Confidentiality and Conflict of Interest Policy and Disclosure Form and 2) Statement of Values and Code of Ethics for NASPCC.

TABLE OF CONTENTS	Page
ARTICLE 1 OFFICES	4
Section 1.1 Principal Office	4
Section 1.2 Change of Address	4
Section 1.3 Other Offices	4
ARTICLE 2 PURPOSES	4
Section 2.1 Objectives and Purposes	4
ARTICLE 3 STATE REPRESENTATIVES	4
Section 3.1 State Representatives	4
Section 3.2 Meetings	4
Section 3.3 Quorum	4
ARTICLE 4 DIRECTORS	5
Section 4.1 Number	5
Section 4.2 Powers	5
Section 4.3 Duties	5
Section 4.4 Terms of Offices	5
Section 4.5 Compensation	5
Section 4.6 Restriction Regarding Interested Directors	6
Section 4.7 Place of Meetings	6
Section 4.8 Regular and Annual Meetings	6
Section 4.9 Special Meetings	6
Section 4.10 Notice of Meetings	7
Section 4.11 Contents of Notice	7
Section 4.12 Waiver of Notice and Consent to Holding Meetings	7
Section 4.13 Quorum of Meetings	7
Section 4.14 Majority Action as Board Action	7
Section 4.15 Conduct of Meetings	8
Section 4.16 Action by Majority Consent Without Meetings	8
Section 4.17 Vacancies	8
Section 4.18 Non-Liability of Directors	8
Section 4.19 Indemnification by Corporation of Directors, Officers, Employees and Other Agents	9
Section 4.20 Insurance for Corporate Agents	9
Section 4.21 Honorary Board Members	9
ARTICLE 5 OFFICERS	9
Section 5.1 Number of Officers	9
Section 5.2 Subordinate Officers	9
Section 5.3 Removal and Resignation	10
Section 5.4 Vacancies	10
Section 5.5 Duties of President	10
Section 5.6 Duties of Vice President	10
Section 5.7 Duties of Secretary	11
Section 5.8 Duties of Treasurer	11
Section 5.9 Duties of Director at Large	12
Section 5.10 Compensation	12

TABLE OF CONTENTS (Concluded)	Page
ARTICLE 6 COMMITTEES	12
Section 6.1 Standing Committees	12
Section 6.1.1 Executive Committee	12
Section 6.1.2 Steering Committee	13
Section 6.2 Advisory Committees	13
Section 6.3 Meetings and Actions of Committees	13
ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	13
Section 7.1 Execution of Instruments	13
Section 7.2 Checks and Notes	13
Section 7.3 Deposits	13
Section 7.4 Gifts	13
ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL	14
Section 8.1 Maintenance and Corporate Records	14
Section 8.2 Corporate Seal	14
Section 8.3 Directors Inspection Rights	14
Section 8.4 Right to Copy and Make Extracts	14
Section 8.5 Annual Report	14
Section 8.6 Annual Statement of Specific Transactions	15
ARTICLE 9 FISCAL YEAR	15
Section 9.1 Fiscal Year of the Corporation	15
ARTICLE 10 AMENDMENT OF BYLAWS	15
Section 10.1 Amendment	15
ARTICLE 11 AMENDMENT OF ARTICLES OF INCORPORATION	15
Section 11.1 Amendment of Articles before Admission of Members	15
Section 11.2 Amendment of Articles after Admission of Members	16
Section 11.3 Certain Amendments	16
Section 11.4 Written Materials and Records	16
ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS	16
Section 12.1 Prohibition Against sharing Corporate Profits and Assets	16
ARTICLE 13 MEMBERS	16
Section 13.1 Determination of Members	16
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS	17
CERTIFICATES	18

ARTICLE 1 OFFICES

Section 1.1 Principal Office

The principal office of the Corporation for the transaction of its business is located in Los Angeles County, California.

Section 1.2 Change of Address

The Board of Directors may, however, change the principal office from one location to another within the state of California by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

7825 Fay Avenue, Suite 200
La Jolla, CA 92037

Dated: 19 October 2009

10259 Constellation Blvd., Suite 2320
Los Angeles, CA 90067

Dated: 17 July 2013

Dated: _____

Section 1.3 Other Offices

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 PURPOSES

Section 2.1 Objectives and Purposes

The primary objectives and purposes of this Corporation shall be: to provide support to existing state prostate cancer organizations; to facilitate the development of new state prostate cancer organizations; and to serve as a collective and collaborative voice to make prostate cancer a national health care priority.

ARTICLE 3 STATE REPRESENTATIVES

Section 3.1 State Representatives

For the purpose of these Bylaws, State Representatives are individuals or organizational representatives as accepted by the Board of Directors. "State" refers to any State or Territory of the United States, including the District of Columbia.

Section 3.2 Meetings

General Meetings are chaired by the President and held annually ("Annual Meeting"). Additional meetings may be called by the Board of Directors.

Section 3.3 Quorum

The presence of a majority of State Representatives shall constitute a quorum for the transaction of business.

ARTICLE 4

DIRECTORS

Section 4.1 Number

The Corporation shall have not less than five (5) nor more than nineteen (19) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. There shall be no more than one director from each State.

Section 4.2 Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4.3 Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation. Notices of meetings mailed, e-mailed, faxed or telegraphed to them at such addresses shall be valid notices thereof.
- (f) Attend any meetings, as approved by a majority of the Board, which may be in the best interest of this organization or in the furtherance of its goals and objectives.

Section 4.4 Terms of Offices

Each director shall hold office for one year and until his or her successor is elected and qualifies. Directors shall be elected by a vote of the State Representatives with each State allowed one vote per directorship. Voting shall be an agenda item of the annual meeting. A maximum of 19 directors shall be elected and they shall take office immediately upon election.

Directors must receive a number of votes greater than 50% of the total number of ballots submitted for the Board of Directors.

A nominating committee, comprised of the Vice-President as chairperson and 4 additional "At-Large" State Representatives, shall prepare a slate of Board Candidates. All nominees must assert that they are willing to serve. The slate shall be presented to the State Representatives, by electronic communication, at least 45 days prior to the start of the annual meeting. Nominations from the floor, during the annual meeting, shall be accepted providing the nominee has indicated he/she is willing to serve.

Section 4.5 Compensation

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.3 of this

Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 4.6 of this Article.

Section 4.6 Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.7 Place of Meetings

Meetings shall be held at a place designated by the President in the meeting notice. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. For purposes of this action, an e-mail or fax addressed to the Secretary of the Corporation shall be considered "written notice or written consent".

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a). Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation;
- c) The Corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the Corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by directors and not by persons who are not directors.

Any director missing more than two consecutive or three total meetings within a period of twelve months will be deemed to have automatically resigned from the Board. The removed director may appeal to the full Board for reinstatement.

Section 4.8 Regular and Annual Meetings

Regular meetings of Directors shall be held at least annually or quarterly based on business needs. An Executive Committee, if created, can meet in between Board meetings based on business needs.

Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

Section 4.10 Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally by e-mail or by telephone. Such notices shall be addressed to each director at his or her physical or e-mail address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.11 Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.12 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

For purposes of this action, an e-mail or fax addressed to the Secretary of the Corporation shall be considered as a valid "waiver, consent, or approval".

Section 4.13 Quorum of Meetings

A quorum shall consist of a majority of the current directors of the Board.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 4.14 Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.15 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the most current edition of Roberts' Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 4.16 Action by Majority Consent Without Meetings

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if two-thirds of all current members of the Board shall individually or collectively consent to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law if and only if the action deals with compensation of a director.. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a two-thirds majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by a two-thirds majority written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority. For purposes of this action, an e-mail or fax addressed to the Secretary of the Corporation shall be considered "written consent".

Section 4.17 Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the written consent of two-thirds of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall fill the term of the vacancy, after which the office will be filled by the next annual election of the Board of Directors.

For purposes of this action, an e-mail or fax addressed to the Secretary of the Corporation shall be considered "written notice or written consent".

Section 4.18 Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.19 Indemnification by Corporation of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 4.20 Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 4.21 Honorary Board Members The Board of Directors may elect Honorary Board Members and define their duties and responsibilities.

ARTICLE 5 OFFICERS

Section 5.1 Number of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and a Director-at-Large. Upon election, it shall be deemed that such Officer has also been elected to the Board of Directors. In the event that there is more than one candidate for a given Office, those candidates not elected will automatically become candidates for Board of Directors." The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

Officers must receive a number of votes greater than 50% of the total number of ballots submitted for Officers.

Any person may serve as officer of this Corporation. Officers shall be elected by a vote of the State Representatives with each State allowed one vote per Office. Each officer shall hold office for a period of one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Voting shall be as an agenda item of the annual meeting and the new officers shall take office just prior to the adjournment of the annual meeting.

A nominating committee, comprised of the Director at Large as chairperson and 2 additional Board members, shall prepare a slate of Officer Candidates. All nominees must assert that they are willing to serve. The slate shall be presented to the State Representatives, by electronic communication, at least 45 days prior to the start of the annual meeting. Nominations from the floor, during the annual meeting, shall be accepted providing the nominee has indicated he/she is willing to serve.

Section 5.2 Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5.3 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation as an Officer does not mean resignation as a Director, unless specified in the written notice. However, if the appointment of a replacement Officer would result in exceeding the maximum number of Directors as specified in Article 4 Section 4.1, the resigning Officer will vacate their position as Director." The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

For purposes of this action, an e-mail or fax addressed to the Secretary of the Corporation shall be considered "written notice".

Section 5.4 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine

Section 5.5 Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the State Representatives. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5.6 Duties of Vice President

(a) Substitute for President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

(b) Committee Responsibilities

The Vice President shall:

- a. Be an ex-officio member of all advisory committees.
- b. Work with the Task Leaders of the standing committees on their goals, requirements, and needs.
- c. Encourage broad participation and activation on the part of these committees.
- d. Be the interface between the Executive Committee and the committee chairpersons.
- e. Be the primary interface for committee material on the website.

(c) Other Responsibilities

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5.7 Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors and of the Executive Committee, and, if applicable, meetings of committees of Directors and of State Representatives, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

For purposes of this section, a printed copy of an e-mail or fax shall be considered as a valid copy of all such minutes.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the Corporation a book containing the name and address of each and any State Representative, and, in the case where any State Representation has been terminated, he or she shall record such fact together with the date on which such State Representation ceased.

Exhibit at all reasonable times at the principal place of business to any director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the State Representation book, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.8 Duties of Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors or the Executive Committee, taking proper vouchers for such disbursements. Disbursements over \$1,000 shall be co-signed by a second officer of the Corporation.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times at the principal place of business the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on a timely request thereof.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5.9 Duties of Director at Large

The Director at Large shall:

As a member of the Executive Committee, be the representative for the non-Officer Directors. In this position, the Director at Large should seek out the input of other Board members regarding their opinions and feelings on any matters that may come up for a vote or be decided upon by the Executive Committee, within the powers given to them in Article 6, Section 6.1.1.

Section 5.10 Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director; provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article 4, Section 4.5 of these By-Laws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE 6 COMMITTEES

Section 6.1 Standing Committees

Section 6.1.1 Executive Committee The Executive Committee shall consist of those elected to the positions of President, Vice-President, Secretary, and Treasurer plus a Director-at-Large selected from within their ranks by the newly elected Board of Directors. The Board of Directors delegates to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of standing committees.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
- (h) The fixing of compensation of the Directors.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

For purposes of this section, an e-mail or fax shall be considered as a valid copy of all such minutes.

Section 6.1.2 Steering Committee

A Steering Committee may be formed. This committee may consist of persons who are not members of the Board. Its primary emphasis shall be to monitor and strengthen activities and progress of standing committees. Members of this Committee will be appointed by the Board of Directors.

Section 6.2 Advisory Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors or the Executive Committee. Such other committees may consist of persons who are not members of the Board. These additional committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees. Members of these committees are appointed by the forming authority. Vacancies shall be filled by the Executive Committee, subject to the overriding authority of the Board of Directors.

Section 6.3 Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may be fixed by the Board of Directors. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and, if in excess of \$1,000, countersigned by a second officer of the Corporation.

Section 7.3 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 8
CORPORATE RECORDS, REPORTS AND SEAL

Section 8.1 Maintenance and Corporate Records

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of the Board of Directors and committees thereof, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof. The Secretary shall also keep a copy of said Minutes. Either may be in electronic form.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall also keep adequate and correct books and records of accounts. Either may be in electronic form.
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

Section 8.2 Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8.3 Directors Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 8.4 Right to Copy and Make Extracts Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts upon reasonable notice at the principle place of business.

Section 8.5 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 8.6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement was prepared without audit from the books and records of the Corporation.

While written copy of the annual report shall be kept at the principal office of the Corporation, such report may be furnished to the Directors of the Corporation via electronic format.

Section 8.6 Annual Statement of Specific Transactions

This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which the following had a direct or indirect material financial interest:

Any director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest)

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than TWENTY-FIVE THOUSAND DOLLARS (\$25,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than TWENTY-FIVE THOUSAND DOLLARS (\$25,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than FIVE THOUSAND DOLLARS (\$5,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the directors pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

While written copy of the annual report shall be kept at the principal office of the Corporation, such report may be furnished to the Directors of the Corporation via electronic format.

ARTICLE 9 FISCAL YEAR

Section 9.1 Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE 10 AMENDMENT OF BYLAWS

Section 10.1 Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

"Policy Statements" when voted on and approved by the Board of Directors shall become extension of the Bylaws.

ARTICLE 11 AMENDMENT OF ARTICLES OF INCORPORATION

Section 11.1 Amendment of Articles before Admission of Members

Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 11.2 Amendment of Articles after Admission of Members

After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

Section 11.3 Certain Amendments

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

Section 11.4 Written Materials and Records Except where specifically stated otherwise, fax, telegram, e-mail and other electronic document formats shall satisfy the requirements in these Bylaws for written documentation, notifications, consents and record keeping.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 12.1 Prohibition Against sharing Corporate Profits and Assets

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All officers and Directors of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 13 MEMBERS

Section 13.1 Determination of Members

If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of National Alliance of State Prostate Cancer Coalitions, a California nonprofit Corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen pages, as the Bylaws of this Corporation.

Dated: 23 January 2006

/s/
Merel Grey Nissenberg, Esq., Director

/s/
Jan Marfyak, Director

/s/
Kathy Meade, Director

/s/
Kermit Heid, Director

CERTIFICATES

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below and subsequently modified as recorded below.

Dated: 23 January 2006

/s/
Stephen Corman, Director

As shown on the title page, this document incorporates all approved motions affecting the original Bylaws from 23 January 2006 through 17 May 2010.

Dated: 29 July 2010

/s/
Stephen Corman, Director

As shown on the title page, this document incorporates all approved motions affecting the original Bylaws from 23 January 2006 through 17 April 2012.

Dated: 08 July 2012

/s/
Stephen Corman, Treasurer

As shown on the title page, this document incorporates all approved motions affecting the original Bylaws from 23 January 2006 through 06 October 2012.

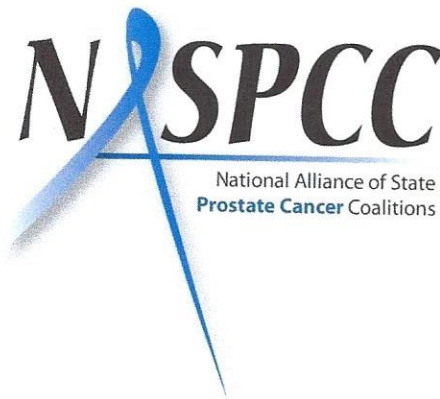
Dated: 12 October 2012

/s/
Stephen Corman, Treasurer Ex-Officio

As shown on the title page, this document incorporates all approved motions affecting the original Bylaws from 23 January 2006 through 16 July 2013.

Dated: 16 July 2013

/s/
Stephen Corman, Executive Advisor



National Alliance of State Prostate Cancer Coalitions Confidentiality and Conflict of Interest Policy and Disclosure Form

Confidentiality

As a member of the Board, I recognize that I owe a fiduciary duty of care to the National Alliance of State Prostate Cancer Coalitions hereafter referred to as "NASPCC". This includes a duty of confidentiality. All information and documentation that I receive from NASPCC and others in connection with my service on the Board will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorized agents of NASPCC. I will direct any questions regarding my confidentiality obligations to the NASPCC President of the Board.

Conflicts of Interest

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty NASPCC. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of NASPCC. The purpose of the conflicts of interest policy (set forth below) is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of NASPCC. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of NASPCC.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with a Board member's obligations owed to the NASPCC and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to NASPCC. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or NASPCC Executive Committee members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the NASPCC Executive Committee through the annual disclosure form and/or to the Board whenever a conflict arises. Disinterested members of the NASPCC Executive Committee shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The NASPCC Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such

determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the NASPCC Executive Committee, as well as all other conflict information, if any, provided by Board members.

CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as NASPCC Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the NASPCC Board of Directors in writing.

Disclosure of Actual or Potential Conflicts of Interest:

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

In my individual capacity:

Signature: _____

Name: _____

**AMENDMENT NO. 2 TO THE BY-LAWS OF THE NATIONAL ALLIANCE
OF STATE PROSTATE CANCER COALITIONS (NASPCC) – July 18, 2017**

STATEMENT OF VALUES and CODE OF ETHICS FOR NASPCC

Adherence to the law is our minimum expected standard of behavior. We must do more by embracing the spirit of the law and show transparency, openness and responsiveness to public concerns. This Policy Statement for NASPCC is meant to represent our core values.

Our widely shared values include commitment to the public good; respect for the dignity of individuals; transparency, honesty and integrity; responsible stewardship of our resources; and a commitment to excellence.

CODE OF ETHICS

I. Personal and Professional Integrity

All staff, board members and volunteers of the organization should act honestly and with integrity and be open in their dealings as representatives of NASPCC. NASPCC promotes a working environment that supports the values of honesty, fairness and integrity.

II. Mission

NASPCC has a clearly stated mission and purpose which was approved by the Board of Directors in pursuing benefits for the public. All of NASPCC's programs support its mission and all who work for NASPCC should be loyal to the mission and purpose. The mission is responsive to the communities served and is of value to society at large.

III. Governance

NASPCC has an active governing body which is responsible for setting its mission and its strategic direction and which is responsible for oversight of the finances, operations and policies of NASPCC. That governing body:

- Ensures that its board members have the requisite skills and experience to carry out their duties and that all board members

understand their governance duties and fulfill them for the benefit of NASPCC and the public at large;

- Has a Conflict of Interest Policy that ensures that any conflict of interest or its appearance are avoided or appropriately managed through disclosure, recusal or other means;
- Ensures that NASPCC conducts all transactions and dealing with integrity and honesty;
- Ensures that this Policy Statement is in writing and officially adopted;
- Ensures that the resources of NASPCC are responsibly and prudently managed; and
- Ensures that NASPCC has the capacity to carry out its programs effectively.

IV. Legal Compliance

NASPCC is knowledgeable of and complies with all applicable laws and regulations.

V. Responsible Stewardship

NASPCC manages its funds responsibly and prudently, and such management includes the following considerations:

- It spends a reasonable percentage of its annual budget on programs that support its mission;
- It spends an adequate amount on administrative expenses to ensure effective internal controls and makes other expenditures critical to proper management;
- It ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of NASPCC;
- All financial reports are factually accurate and complete in all material ways.

VI. Openness and Disclosure

NASPCC provides comprehensive and timely information to the public and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about NASPCC will fully and

honestly reflect the policies and practices of the organization. Basic informational data about NASPCC, such as the Form 990, reviews and compilations will be available to the public. All solicitation materials accurately reflect and represent NASPCC's policies and practices and will reflect the dignity of the beneficiaries of its programs. All financial, organizational and program reports will be complete and accurate in all respects.

VII. Program Evaluation

NASPCC regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. NASPCC is committed to improving program and organizational effectiveness. It is responsive to changes in its field and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity

NASPCC has a policy of promoting inclusiveness and its volunteers reflect diversity to enrich the effectiveness of its programs.

IX. Fundraising

NASPCC is truthful in its solicitation materials. NASPCC discloses important and relevant information to potential donors. It will respect the privacy concerns of individual donors and expend funds consistent with donor intent. Donors will receive appropriate acknowledgement and recognition. Donors should also feel free to ask questions when making a donation and they should expect to receive prompt, truthful and forthright answers.

This Statement of Values and Code of Ethics for NASPCC has been adapted from suggested language by the INDEPENDENT SECTOR, a non-profit organization that works to strengthen America's non-profit independent sector.