

Constitution
of
The Vinton County Cancer Research

The directors of The Vinton County Cancer Research (aka "VCCR"), an Ohio association formed in accordance with the laws of that state, sign this statement to set forth action taken as follows:

FIRST: The bylaws of VCCR is a true copy of which is annexed to this statement.

SECOND: The bylaws annexed to this statement have been adopted by the directors as the bylaws of VCCR on 01/13/2020

THIRD: Ohio is a state with statutory provisions satisfying the requirements of Internal Revenue Code section 508(e). Per Appendix B of the instructions for form 1023,

"OHIO — except in the case of trusts where it is provided otherwise by a court of competent jurisdiction and except in the case of corporations in existence on September 17, 1971, which expressly adopt contrary provisions in their governing instruments after September 17, 1971" (p. 28).

VCCR relies on state law for public charity/private foundation status.

THIRD: The following persons have been appointed as charter members of VCCR and shall serve in accordance of Article III Section 2 of the bylaws:

Randy Yates
Barb Prater
Kim McManis
Cindy Taylor
Sarah Prater
Cassie Carver
Ralph Prater
Kim Wortman
Lin Dodrill
Ruth Jarvis
Melissa K. Thomas

FOURTH: The following persons have been appointed directors of VCCR to hold office until their successors are elected and qualify at the annual meeting

Randy Yates
Barb Prater
Kim McManis

FIFTH: All rights, responsibilities and duties of CARE are hereby assigned to the above-named directors and charter members.

BYLAWS

VINTON COUNTY CANCER RESEARCH

ARTICLE I

Name

The name of the Society shall be the Vinton County Cancer Research (VCCR).

ARTICLE II

Object

The object of this Society shall be to provide education, research and support to residents of Vinton County in the prevention, early detection, treatment, and survivorship support of cancer.

ARTICLE III

Membership

Section 1. Membership is defined as associate. An associate member has full voting privileges and is defined as requiring attendance at six (6) meetings per year and participation in at least one (1) VCCR-sponsored programs throughout the calendar year. An associate member may be able to retain member status under unusual circumstances whereby such a member may be unable to attend six meetings per year. Such a decision may be made by the Executive Board. Two unexcused absences will automatically withdraw membership. Any individual from Vinton County Ohio or anyone representing Vinton County residents through agencies, networks and/or organizations shall be

eligible for associate membership. An individual shall be declared a member of the Society upon approval of the associate membership application form.

Section 2. There are no annual fees for membership. A yearly contribution from associate members may be requested to cover the cost of printing and postage for monthly mailings.

Section 3. Any member desiring to resign from the Society shall submit a resignation in writing to the Chair, who shall present it to the Executive Board for action.

ARTICLE IV

Officers

Section 1. Elected officers. The elected officers of the Society shall be a President, Vice-President, Secretary, Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Section 2. The elected officers shall serve for two years or until their successors are elected. The term of office shall begin at the close of the annual meeting at which they are elected.

Section 4. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office unless it is decided by the Executive Board that no willing or able candidates are available for a particular position.

ARTICLE V

Duties of Officers

Section 1. President. The President shall be the Chief Executive Officer of the Society and shall, subject to the control of the Executive Board, supervise and control the affairs of the Society, and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 2. Vice-President. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 3. Secretary. The Secretary shall attend all meetings of the Executive board, and act as Clerk thereof, record all votes and minutes of all transactions of the Society; compose all business correspondence; evaluate Society membership to ensure the inclusion of all interested members and to increase membership consistent with the goals and objectives of the Society; keep accurate records of attendance at monthly meetings and programs to verify active and associate membership status; report membership status at each monthly meeting in the officers' report to verify active membership voting status; follow-up with any members unable to attend a monthly meeting; notify the Society of any changes to membership contact information via a membership roster updated monthly and distributed at monthly meetings when changes occur; notify change in membership status to the respective member; notify the Society of any new membership forms for those individuals requesting membership into the Society; and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 4. Treasurer. The Treasurer shall oversee the Society funds and ensure that full and accurate account of all receipts and disbursements is kept; see that disbursement of the Society's funds are made pursuant to the direction of the Executive Board, in a lawful and timely manner; confirm that all requests for payment/reimbursement are approved by the chair and/or co-chairs; render unto the Executive Board a timely accounting of all transactions, and quarterly statements of the Society's financial condition; arrange an audit every two years and/or by request of the Executive Board; and shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 6. Vacancies. If any office becomes vacant for any reason, with the exception of President, the Executive Board may elect a successor who shall hold office until the end of the term of such vacancy. The vacant President position shall be elected by ballot at the general meeting of the Society following the meeting of the announcement of the vacancy.

ARTICLE VI

Meetings

Section 1. The regular meetings of the Society shall be held at least nine (9) times per year.

Section 2. The regular meeting in November of the membership year shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, planning the goals and objectives for the upcoming year, and for any other business that may arise.

Section 3. Special meetings may be called by the Chair, by the Executive Board, or upon written request of five members of the Society to the Executive Board. The purpose of the meeting shall be stated in the call and limited to that agenda. Except in cases of emergency, notices must be post marked or faxed dated at least fourteen (14) days prior to the meeting.

Section 4. Fifty percent of the voting membership of the Society shall constitute a quorum.

Section 5. When voting on a motion that requires a two-thirds vote, a small fraction (somewhat less than one-third) of the voters can require a two-thirds vote to be counted.

ARTICLE VII

The Executive Board

Section 1. The officers of the Society, including three (3) Members at Large positions, shall constitute the Executive Board.

Section 2. Members at Large serve as a liaison to the general membership and serve for two years. The Members at Large shall be prepared to undertake any special task that the President may assign and be especially active in membership promotion.

Section 2. The Executive Board shall have general supervision of the affairs of the Society between its business meetings, fix the hour and place of meetings, make recommendations to the Society, maintain current state and federal non-profit status reporting requirements, and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the Society and none of its acts shall conflict with action taken by the Society.

Section 3. Unless otherwise ordered by the Board, regular meetings of the Executive Board shall be held immediately following the monthly meetings. Special meetings of the Board may be called by the Chair or upon the written request of three members of the Board.

Section 4. At the regular meeting held during the sixth month, a Nominating Committee of three (3) members shall be elected by the Society. It shall be the duty of this committee to nominate candidates for offices to be filled at the annual meeting during the eleventh month. The Nominating Committee shall report at the regular meeting during the tenth month. Before the election at the annual meeting during the eleventh month, additional nominations from the floor shall be permitted.

ARTICLE VIII

Committees

Section 1. Any committees, standing or special, shall be appointed by the President. The President shall be ex-officio a member of all committees except the Nominating Committee.

ARTICLE IX

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE X

Amendment of Bylaws

These bylaws may be amended at any regular meeting of the Society by a two thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE XI

Disbanding of Society

In the event of the disbanding of the VCCR all funds and holding will be given to an appropriate Charity in Vinton County.

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show VINTON COUNTY CANCER RESEARCH, an Ohio not for profit corporation, Charter No. 4397066, having its principal location in McArthur, County of Vinton, was incorporated on October 27, 2019 and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 31st day of January, A.D. 2020.

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202003101632

The foregoing is established by the following signatures on this instrument at list location of signing on date signed.



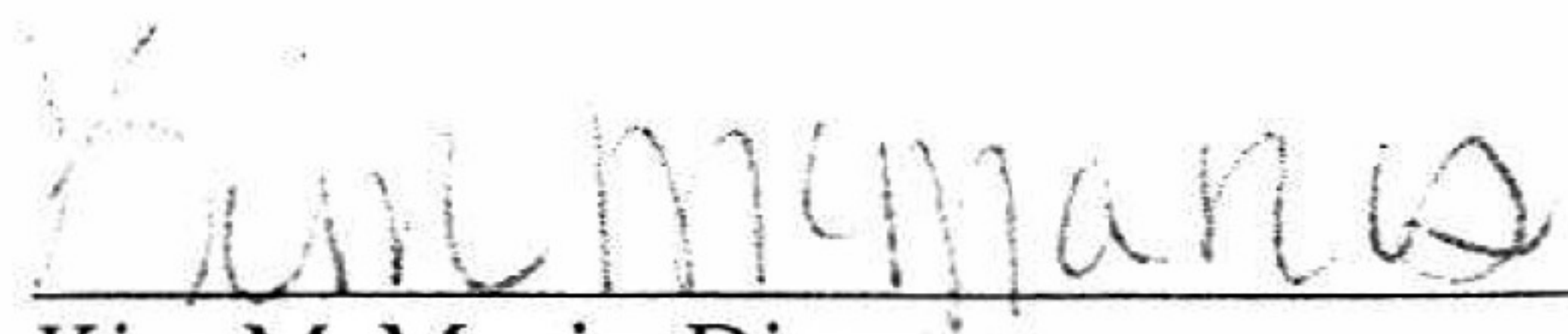
Randy Yates, Director

1/29/2020



Barb Prater, Director

1/29/2020



Kim McManis, Director

1/30/2020