

**BYLAWS
OF
AMERICAN CANCER SOCIETY, INC.**

(as amended November 19, 2008)

This edition supersedes all editions bearing a previous date.

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PREAMBLE

MISSION STATEMENT

The American Cancer Society, Inc. (the “Society”) is the nationwide, community based, voluntary health organization dedicated to eliminating cancer as a major health problem by preventing cancer, saving lives from cancer, and diminishing suffering from cancer through research, education, advocacy, and service.

ARTICLE I

NATIONAL ASSEMBLY

Section 1.1 Functions and Classification of Members:

(a) Functions: The National Assembly represents the nationwide grassroots partnership of volunteers. The business and affairs of the Society shall be under the oversight of the National Assembly, and it shall be responsible for the following:

- i. Election of the National Board of Directors (the “Board of Directors”);
- ii. Election of Volunteer Officers;
- iii. Election of the Nominating Committee;
- iv. Election of Past Officer Delegates;
- v. Election of Honorary Life Members;
- vi. Approval of Bylaw changes; and
- vii. Approval of the Division of Funds Policy.

The National Assembly will receive an annual financial report from the Board of Directors and an annual progress report from the President.

(b) Classification of Members: The National Assembly shall be comprised of the Members of the Society. Members are defined as the following:

- i. Delegates elected by Divisions;
- ii. Board Member Delegates;
- iii. Past Officer Delegates; and
- iv. Honorary Life Members.

Such Members shall be nominated and elected as herein provided.

In addition to the Members described above, the Nationwide Executive Team may participate in meetings of the National Assembly in a non-voting ex-officio capacity. The Nationwide Executive Team is comprised of:

- i. the CEO from each Division;
- ii. the following officers of the National Home Office: Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Mission Delivery Officer, Chief Financial Officer, Chief Counsel, Chief Development Officer, the Executive Vice President, Field Operations; and the National Vice President, Strategy; and
- iii. the Presidents of the American Cancer Society Foundation and the American Cancer Society Cancer Action Network, Inc.

Section 1.2 Number and Election of Division Delegates:

(a) Number of Delegates: Each Division shall be entitled to elect six (6) Delegates to the National Assembly (“Division Delegates”). A new Division which has resulted from the merger of two or more Divisions may retain the same total number of Division Delegates from the former constituent Divisions until the beginning of the Annual Meeting of the National Assembly following the third anniversary of the merger. Division Delegates shall always represent a greater percentage of the Members of the National Assembly than Board Member Delegates.

(b) Election of Division Delegates: Division Delegates shall be elected by the Divisions at such time as will allow the Divisions to provide the names of those elected to the Nominating Committee no later than July 31st of each year.

A Division Delegate’s term commences at the beginning of the Annual Meeting of the National Assembly in the year of the Division Delegate’s election and continues for two years, ending immediately preceding the beginning of the Annual Meeting of the National Assembly in the year in which their term expires or until their successors are elected and qualified. However, Division Delegates shall be elected so that the terms of one-half of the Division Delegates shall expire in alternate years (although this may require some Division Delegates be elected for only a one year term) and so that one-half of those in office shall be from the Medical Profession and one-half from the laity. At least two Division Delegates from each Division shall be officers or directors of the Division at the time of their election or re-election as Division Delegates.

Except as provided in Section 1.7, no Delegate shall be removed from his or her position as a Division Delegate to the National Assembly prior to the expiration of his or her elected office.

Section 1.3 Board Member Delegates: The Board Member Delegates who are the Officers, Directors, and Directors-at-Large, shall be nominated by the Nominating Committee to serve as Directors of the Board of Directors and, upon the commencement of and throughout

their term of office on the Board of Directors, shall serve for a concurrent term as Board Member Delegates to the National Assembly.

Section 1.4 Past Officer Delegates: The Immediate Past President and the Immediate Past Chair of the Board of Directors, in each case after completion of service, shall be nominated by the Nominating Committee as a Past Officer Delegate to the National Assembly for a two-year term.

Other elected volunteer officers as named in ARTICLE V, Section 5.1, upon completion of their terms as officers, unless otherwise nominated and elected to an additional term as Delegate or Board Member Delegate may be nominated as a Past Officer Delegate by the Nominating Committee and may be elected by the National Assembly at any meeting of the Assembly provided no more than twelve (12) Past Officer Delegates serve at any one time.

A person who has been a Past Officer Delegate for three consecutive full two-year terms shall not be eligible for re-election. Additionally, the eligibility of a person to serve as a Past Officer Delegate shall not extend for longer than six years beyond termination of service in the office qualifying them for Past Officer Delegateship. An individual may not serve simultaneously as both Past Officer Delegate and Honorary Life Member.

Section 1.5 Definition of Medical Profession: For the purposes of these Bylaws, the “Medical Profession” shall be defined as doctors of medicine, doctors of dental medicine, doctors of dental surgery, doctors of osteopathic medicine, doctors of philosophy in the biological sciences, and doctors of science. Additionally, nurses, pharmacists, and social workers shall be defined as part of the Medical Profession if they have Master’s degrees; however, each Division, by its bylaws, may determine the eligibility of such nurses, pharmacists, and social workers to serve as Medical Delegates.

Section 1.6 Filling of Vacancies:

(a) Division Delegates: In the event that a Division Delegate position becomes vacant (including, for purposes of this Section, the assumption by a Division Delegate of Board Member Delegate status), the Division of residence shall elect a Division Delegate for the remainder of the term vacated. The method of nominating and electing Division Delegates shall be provided for in the Bylaws of the respective Divisions except that the Nominating Committee (See ARTICLE III, Section 3.2) shall advise Divisions when a Division Delegate must be elected for less than a two-year term.

(b) Board Member Delegates: In the event that a Board Member Delegate position becomes vacant, the Board of Directors shall elect a successor to the Board of Directors until the next meeting of the National Assembly in accordance with Article IV, Section 4.16.

(c) Past Officer Delegates: The premature termination of a Past Officer Delegate position shall not be deemed to create a vacancy which must be filled for the remainder of the term.

A successor Division Delegate or Board Member Delegate so elected shall be a member of the Medical Profession if his or her predecessor was a member of the Medical Profession, or a member of the laity if his or her predecessor was a member of the laity.

Section 1.7 Termination of Office: The term of office of any Division Delegate, member of the Board of Directors, Past Officer Delegate or Honorary Life Member of the National Assembly may be terminated for cause by vote of a majority of the National Assembly, present in person and voting, at a meeting called to consider such action. No such action shall be taken by the National Assembly until the person in question shall have been given at least twenty (20) calendar days' notice of the proposed action and the reasons for the proposed actions. The person shall be given a fair opportunity to be heard at the Assembly meeting.

Section 1.8 Honorary Life Members of the National Assembly: A person of eminence who has rendered outstanding service in the fight against cancer may, on nomination by the Board of Directors or by the Nominating Committee, be elected as an Honorary Life Member of the National Assembly by the National Assembly at any meeting. Such Honorary Life Members shall be non-voting Members of the National Assembly, but shall have all other privileges of the floor, except the right to make motions, and shall be eligible to serve as voting Members of committees.

Section 1.9 Resignations: A Division Delegate, Board Member Delegate, Past Officer Delegate or Honorary Life Member may resign by written notice to the Secretary of the Society. Upon receipt of a resignation, the Secretary promptly shall give written notice to the Division from which the Division Delegate, Board Member Delegate, Past Officer Delegate or Honorary Life Member was either elected or chosen.

Section 1.10 Conduct of Members: Every Member of the National Assembly shall avoid conflicts between his or her individual interests and the interests of the Society in any and all actions taken by such Member on behalf of the Society. Every such Member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. Each Member shall be required to file a conflict of interest statement annually, but not later than September 30th of each year, with the National Home Office. A Member not in compliance shall forfeit their voting privileges both as a National Assembly Delegate and as a member of the Board of Directors, if applicable, and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE II

MEETINGS OF THE NATIONAL ASSEMBLY

Section 2.1 Annual Meeting: An Annual Meeting of the National Assembly shall be held each year, between October 1st and November 30th, except as otherwise provided in Section 2.4. The date and place of the Annual Meeting shall be fixed from time to time by the National Assembly or by the Board of Directors, or if neither of them shall take such action, by the Secretary. The first item on the agenda for the Annual Meeting following the approval of the minutes shall be the election of Officers and Directors.

Section 2.2 Notice of Meetings: The Secretary shall give to each Member not less than thirty (30) calendar days written notice of the Annual Meeting of the National Assembly. At the request of the President of the Society or ten percent (10%) of the voting membership of the National Assembly, the Secretary shall immediately call a special meeting of the National Assembly that will be held upon not less than ten (10) calendar days notice to each member of the National Assembly by mail, telegram, telephone, facsimile, or e-mail. The notices of meetings shall state the time and place of the meeting.

Section 2.3 Quorum and Adjournments: A majority of the total elected number of voting Members, present in person, shall constitute a quorum for the transaction of business; but in the absence of a quorum, the presiding officer may adjourn the meeting from time to time until a quorum is present. Where a quorum is present, the vote of the majority of the Members present and voting shall decide any question brought before the meeting.

Section 2.4 States of Substantial Disruption: Should circumstances external to the Society cause a state of substantial disruption to the Society, the majority of the Officers of the Society, as enumerated in ARTICLE V, Sections 5.2 through 5.13, who are able to vote may declare that such a state exists. Said vote may be taken by any reasonable and feasible means and shall be called by the President.

If a state of substantial disruption is declared, the quorum requirement in Section 2.3 shall not apply, and the voting Members, present in person, shall be allowed to proceed with time-urgent transactions of business. All time-urgent transactions of business shall require a majority of those voting, and such transactions shall include, but are not limited to, a vote on the slate of nominees for the Officers of the Society.

All transactions of business that are not time-urgent, including, but not limited to, a vote on the slate of nominees for membership on the Nominating Committee, shall be submitted to the voting Members of the National Assembly by any reasonable and feasible means as soon as is practicable if the Annual Meeting of the National Assembly cannot promptly be rescheduled.

Any ballots sent to the voting Members of the National Assembly must be returned to and received by the National Home Office within twenty (20) calendar days from the date the materials were sent in order to be counted for a final tally.

Section 2.5 Representation by Proxy: Representation by proxy at meetings of the National Assembly shall not be recognized.

Section 2.6 Annual Report to Members of the National Assembly: At the Annual Meeting, the Board of Directors, as required by the provisions of the New York Not-for-Profit Corporation Law, shall present a report, verified by the President and Treasurer or by a majority of the Members of the Board of Directors, showing in appropriate detail the assets and liabilities of the Society, including trust funds; the revenue or receipts of the Society, both unrestricted and restricted to particular purposes; and the expenses or disbursements of the Society, for both general and restricted purposes. This report shall be filed with the records of the Society and an abstract of it shall be entered in the minutes of the proceedings of the Annual Meeting.

ARTICLE III

COMMITTEES AND SUBSTRUCTURES OF THE NATIONAL ASSEMBLY

Section 3.1 Committee on Bylaws and Organization:

(a) Composition: There shall be a Committee on Bylaws and Organization consisting of the Committee's Chair, together with a Vice Chair and not more than six (6) other members appointed by the President, after consultation with the Chair of the Board, immediately following the Annual Meeting. All members of the Committee must be Members of the National Assembly. If the Chair of the Committee is from the laity then the Vice Chair shall be from the Medical Profession and vice versa.

(b) Responsibilities: The Committee, which shall report to the National Assembly, shall consider and recommend changes in or amendments to the Bylaws of the Society to the National Assembly.

Section 3.2 Nominating Committee:

(a) Composition: There shall be a Nominating Committee composed as follows:

- i. the Immediate Past Chair of the Board of Directors and the Immediate Past President;
- ii. six (6) National Assembly Members from the Medical Profession elected at the immediately preceding Annual Meeting by the National Assembly from a slate of not less than twelve (12) Medical Professional candidates proposed by the prior year's Nominating Committee from and among candidates nominated by the National Assembly, Divisions and by members of the Nominating Committee;
- iii. six (6) National Assembly Members from the laity elected at the immediately preceding Annual Meeting by the National Assembly from a slate of not less than twelve (12) lay candidates proposed by the prior

year's Nominating Committee from and among candidates nominated by National Assembly Members, Divisions and by members of the Nominating Committee;

- iv. two (2) current members of the Board of Directors, one (1) from the Medical Profession (elected by the National Assembly from a slate of two (2) proposed by the Nominating Committee) and one (1) from the laity (elected by the National Assembly from a slate of two (2) proposed by the Nominating Committee); and
- v. the President and the Chair of the Board of Directors as non-voting members.

The slate of nominees for membership on the Nominating Committee shall include at least one National Assembly Member from each Division. Members of the Nominating Committee shall serve for one year terms, each commencing at the conclusion of the Annual Meeting or when he or she is later appointed and ending at the conclusion of the next Annual Meeting or when his or her successor is chosen and qualified. No member of the Nominating Committee shall serve for more than three consecutive one-year terms as a voting member. The chairship of the Nominating Committee shall alternate annually between the Immediate Past President and the Immediate Past Chair of the Board.

(b) Responsibilities: The Nominating Committee shall solicit from the membership of the National Assembly and Divisions nominees as candidates for the Nominating Committee itself for possible inclusion on a slate to be proposed at the next Annual Meeting. In addition, the Nominating Committee annually shall nominate the President, the President-elect, the Immediate Past President, the First Vice President, the Second Vice President, the Chair of the Board of Directors, the Chair-elect of the Board of Directors, the Vice Chair of the Board of Directors, the Immediate Past Chair of the Board of Directors, the Treasurer and the Secretary. The Nominating Committee annually shall nominate a slate of nominees for election as Directors and as Directors-at-Large to fill the positions of those Directors and Directors-at-Large whose terms are expiring upon the election of their successors at the next Annual Meeting, all of whom shall also serve as Board Member Delegates. This slate shall be comprised so that the composition of the Board of Directors following the election of these Directors and Directors-at-Large shall be as stated in ARTICLE IV, Section 4.1(b). Finally, the Nominating Committee shall nominate Past Officer Delegates and, if appropriate, Honorary Life Members to the National Assembly. In selecting nominees, the Nominating Committee shall consider such factors as it deems appropriate and in the best interests of the Society, including diversity.

The Nominating Committee will advise Divisions on when election of Delegates for less than a two year term is necessary and will certify and review the credentials of all candidates for Members of the National Assembly and of all candidates for the Board of Directors.

(c) Prohibition Against Self-Nomination: No voting member of any Nominating Committee (other than the Immediate Past Chair of the Board of Directors and Immediate Past

President) shall be nominated as a member of the Board of Directors, including an Officer of the Society or a first term Past Officer Delegate during the term of such Nominating Committee.

(d) Time Table: The Nominating Committee shall select and inform its nominees no later than June 30th of each year, which nominations shall promptly be reported to the Members of the National Assembly who will serve at the next Annual Meeting and the Board of Directors.

Section 3.3 Reference Committees: The President may, after consultation with the Chair of the Board of Directors, appoint one or more Reference Committee(s). The reports of the Reference Committees, together with their recommendations, if any, shall be considered by the National Assembly, after which the work of that Reference Committee shall be complete.

Section 3.4 Composition of Standing and Reference Committees: Unless otherwise specifically provided for herein, Standing and Reference Committees of the National Assembly shall consist of approximately equal numbers of members from the Medical Profession and from the laity.

Section 3.5 Term of Committee Membership and Appointment to Fill Vacancies: Unless otherwise provided, each Committee Member shall serve from election or appointment until the conclusion of the next following Annual Meeting and until his or her successor is later elected or appointed and has accepted the office. In the event that any Committee Member ceases to be qualified for Committee Membership or to serve on such Committee, the President shall forthwith appoint a successor.

Section 3.6 Quorum: A majority of the serving membership of a committee, present in person or by telephone as specified in Section 3.7, shall constitute a quorum for the transaction of business unless otherwise set forth herein. Where a quorum is present, the vote of the majority of the members voting shall decide any question brought before the meeting.

Section 3.7 Participation at Meetings by Conference Telephone: Any Committee Member of the National Assembly may participate in a meeting of such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Role and Composition:

(a) Role: Responsibility for the ongoing operations of the Society shall rest with the Board of Directors, which shall establish and monitor Society policies. In addition, the Board of Directors shall:

- i. Develop and approve the Society's strategic plan;
- ii. Review the Society's corporate business plan;
- iii. Review and authorize Board Committee objectives and receive and act on Board Committee recommendations;
- iv. Establish budgetary goals, monitor the National Home Office budget and expenditure of funds;
- v. Appoint the Chief Executive Officer;
- vi. Establish Division charter requirements including the form of Charter Agreement (the "Charter Agreement"); and
- vii. Approve, administer and enforce Division Charter Agreements.

There shall be regular meetings of the Board of Directors each year.

(b) Composition of the Board of Directors: The Board of Directors shall consist of the following members:

- i. Eleven (11) Officers, which shall include the Chair of the Board of Directors, the Chair-elect of the Board of Directors, the Vice Chair of the Board of Directors, the Immediate Past Chair of the Board of Directors, the President, the President-elect, the First Vice President, the Second Vice President, the Immediate Past President, the Treasurer, and the Secretary, as described in Article V;
- ii. Twenty-four (24) Directors, twelve (12) of whom shall be from the Medical Profession and twelve (12) from the laity; and
- iii. Eight (8) Directors-at-Large.

Each member of the Board of Directors shall have voting rights. Directors shall be elected for a two year term, which will commence upon their election at the Annual Meeting unless a lesser term is required to fill a vacancy or to maintain a balance among medical and lay members of the Board of Directors.

Section 4.2 Directors: The Nominating Committee shall select one nominee from each Division to fill the positions of those Directors whose terms are expiring at the Annual Meeting, drawn from a pool of four nominees forwarded from that Division. At least two of the names submitted in the pool of four from each Division must include Delegates to the National Assembly from that Division and at least one of the names submitted in the pool of four from each Division must include an individual from a racially or ethnically diverse background. If a Division submits fewer than four nominees, the Nominating Committee, after discussion with that Division, shall fill out the Division's pool with additional nominees from that Division's Delegates to the Assembly. The remainder of the 24 Director positions shall be elected from the remaining nominees submitted by the Divisions or from any Delegate to the National Assembly. Except as set forth in the paragraph below, no Division may have more than two of the twenty-four (24) Board members selected from their pool of nominees or National Assembly Delegates.

In addition to the Board member position per each Division described in the paragraph above, upon the merger of two or more Divisions, the Nominating Committee may, consistent with maintaining the balance between medical and lay members, re-nominate existing Directors from the merged Divisions for the period that such individuals would have been entitled to serve had the Divisions not merged. The merger of two or more Divisions shall not affect the term of any currently serving Director.

No individual shall be nominated for membership on the Board of Directors as a Director if his or her election will result in service for more than three consecutive two year terms as a Director.

All voting members on the Board of Directors shall be Board Member Delegates to the National Assembly and shall be voting members in the National Assembly immediately upon commencement of their term on the Board of Directors.

Section 4.3 Directors-at-Large: The Nominating Committee shall nominate individuals demonstrating significant insights, skill or expertise regarding the fight against cancer from the medical or lay community to serve as Directors-at-Large to the Board of Directors and who shall be Board Member Delegates to the National Assembly to fill the positions of those Directors-at-Large whose terms are expiring upon the election of their successors at the next Annual Meeting. No individual shall be nominated for membership as a Director-at-Large on the Board of Directors if his or her election will result in service for more than three consecutive two year terms as a Director-at-Large to the Board of Directors.

All voting members on the Board of Directors shall be Board Member Delegates to the National Assembly and shall be voting members in the National Assembly immediately upon commencement of their term on the Board of Directors.

Section 4.4 Nominations from the Floor of Board of Directors: By agreement of a majority of the National Assembly, present in person and voting, nominations may be made

from the floor. Any nomination from the floor shall be in opposition to a specific nominee of the Nominating Committee. If the nominee opposed has been nominated as specified in Section 4.2 of this ARTICLE IV, then the nominee from the floor must be from the same Division as the opposed nominee.

Section 4.5 Quorum and Adjournments: Two-thirds of the serving membership of the Board of Directors, present in person or by telephone as specified in Section 4.12 of this ARTICLE IV, shall constitute a quorum for the transaction of business; but in the absence of a quorum the presiding officer may adjourn the meeting from time to time until a quorum is present. Where a quorum is present the vote of the majority of the entire serving Board membership shall decide any question brought before the meeting, except as otherwise provided by law and for matters specified in the Charter Agreement.

Section 4.6 Representation by Proxy: Representation by proxy at meetings of the Board of Directors shall not be recognized.

Section 4.7 Appointment of Chairperson in Absence of Chair, Chair-Elect and Vice Chair: In case of the absence from any meeting of the Board of Directors of the Chair, Chair-Elect and Vice Chair, the Board of Directors shall appoint from among the members present a Chairperson to preside at such meeting.

Section 4.8 Notice of Meetings: The Secretary shall give to each Board member not less than twenty (20) calendar days written notice of each regular meeting of the Board of Directors. At the request of the Chair of the Board of Directors or any ten members, the Secretary shall immediately call a special meeting of the Board of Directors, which may be held upon not less than seven (7) calendar days notice, given to each member of the Board by mail, telegram, facsimile transmission, telephone, or delivered personally. The notice of regular or special meetings shall, in each case, state the time and place of meeting. Notice shall be deemed given on the day it is sent.

Section 4.9 Rules and Regulations: The Board of Directors may from time to time make such rules and regulations as it may deem proper for its own governance and for the transaction of its business, except as otherwise provided in the Bylaws or ordered by the National Assembly.

Section 4.10 Minutes: The Board of Directors shall keep regular minutes of its actions, which will be made available to the National Assembly. A summary of Board activities during the preceding year will be presented at the Annual Meeting of the National Assembly.

Section 4.11 Mail Vote: Matters requiring action of the Board of Directors at a time when a meeting of the Board of Directors cannot conveniently be called may be submitted to its members by its Chair for a mail vote. If all members of the Board of Directors consent in writing to the adoption of a resolution authorizing a particular action, such action shall be deemed to have been taken by the Board of Directors. The action taken in such vote shall be reported at the following meeting of the Board of Directors.

Section 4.12 Participation at Meetings by Conference Telephone: Any member of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

Section 4.13 Audit Committee:

(a) Composition: There shall be an Audit Committee whose members shall be the Committee's Chair, and no fewer than four (4) other members of the Board of Directors. The Committee members including the Chair shall be appointed by the Chair of the Board, after consultation with the President, immediately following the Annual Meeting. In addition, the Chair of the Board may select up to four (4) individuals who are not members of the Board to serve the Committee in a non-voting advisory capacity. All Committee members and non-voting advisors shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member or advisor or give the appearance of lack of independence.

(b) Responsibilities: The Audit Committee shall assist the Board in its fiduciary responsibilities, provide oversight of the Society's accounting and auditing practices and internal control procedures in accordance with appropriate regulatory requirements and generally accepted accounting principles and auditing standards, and report its recommendations and findings to the Board of Directors. In addition, the Committee shall review and approve the plans, charter, and activities of Internal Audit Services.

In carrying out its responsibilities, the Committee shall adopt a charter, which shall be approved by the Board of Directors, and shall review the charter annually for adequacy and recommend any necessary changes to the Board of Directors.

Section 4.14 Additional Committee Structures: The Board shall establish such committees as appropriate to carry out its business and to assist it in the conduct of the Society's affairs.

Section 4.15 Filling of Vacancies:

(a) Directors: In the event that a position of a Director becomes vacant, the Board of Directors shall elect a successor until the next meeting of the National Assembly. However, in the event that a position of a Director becomes vacant and leaves a Division without at least one (1) Delegate on the Board of Directors, the Board of Directors, after consultation with the unrepresented Division, shall select another candidate from either the remaining pool of nominees forwarded to the Nominating Committee from that Division, as specified in ARTICLE IV, Section 4.2, or from the Delegates elected by that Division to the National Assembly to serve the remainder of the term vacated.

(b) Directors-at-Large: In the event that a Director-at-Large position becomes vacant, the Board of Directors shall elect a successor Director-at-Large to serve until the next meeting of the National Assembly.

Section 4.16 Conduct of Directors: Every member of the Board of Directors shall avoid conflicts between his or her individual interests and the interests of the Society in any and all actions taken by such member on behalf of the Society. Every such member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. Each member shall be required to file a conflict of interest statement annually, but not later than January 10th of each year, with the National Home Office. A member not in compliance shall forfeit his or her voting privileges both as a National Assembly Delegate and as a member of the Board of Directors and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE V

OFFICERS

Section 5.1 List of Volunteer Officers: The volunteer officers of the Society shall be a Chair of the Board of Directors, a Chair-elect of the Board of Directors, a Vice Chair of the Board of Directors, an Immediate Past Chair of the Board of Directors, a President, a President-elect, a First Vice President, a Second Vice President, an Immediate Past President, a Treasurer, and a Secretary. None of these officers shall receive any monetary consideration for services. Said officers shall be elected by the National Assembly from among its Members at the Annual Meeting each year or, in the absence of election at such meeting, at any subsequent meeting of the Board of Directors by the Board of Directors. Upon the commencement of their terms, such officers shall serve as Board Member Delegates to the National Assembly. By agreement of a majority of the National Assembly, present in person and voting, nominations for officers may be made from the floor in addition to the nominees of the Nominating Committee. Any nominations from the floor shall be in opposition to a specific nominee of the Nominating Committee. Volunteer officers shall hold office at the pleasure of the National Assembly, but in no event beyond the next following Annual Meeting of the National Assembly and the election and qualification of their respective successors. Any volunteer officer may resign by notice in writing to the President or the Secretary.

Section 5.2 Chair of the Board of Directors: The Chair of the Board of Directors, who shall be from the laity, shall preside at all meetings of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.3 Chair-elect of the Board of Directors: The Chair-elect of the Board of Directors, who shall be from the laity, shall have, in the absence or disability of the Chair of the Board of Directors, all the powers and perform all the duties of the Chair of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.4 Vice Chair of the Board of Directors: The Vice Chair of the Board of Directors, who shall be from the laity, shall preside in the absence of the Chair and Chair-elect at any meeting of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.5 Immediate Past Chair of the Board of Directors: The Immediate Past Chair of the Board of Directors shall be the most recent preceding Chair of the Board of Directors remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.6 President: The President shall be a member of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. The

President shall preside at all meetings of the National Assembly and shall perform such other duties as are provided for in these Bylaws or as may be required by the Society's Certificate of Incorporation or as may from time to time be assigned by the Board of Directors. The President shall present to the National Assembly, at the time of its Annual Meeting, a report setting forth significant activities of the Board of Directors during the preceding year. The President presiding at the beginning of any Annual Meeting of the National Assembly shall continue to preside until the close of the Annual Meeting.

Section 5.7 President-elect: The President-elect shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, the President-elect shall have all the powers and perform all the duties of the President and shall perform any other such duties as may from time to time be assigned by the Board of Directors.

Section 5.8 First Vice President: The First Vice President shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President and President-elect, the First Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.9 Second Vice President: The Second Vice President shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, President-elect, and First Vice President, the Second Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.10 Immediate Past President: The Immediate Past President shall be the most recent preceding President remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.11 Treasurer: The Treasurer, who shall be from the laity, shall assist the Board of Directors in fulfilling its oversight responsibilities over the Society's financial reporting, internal controls, internal-external audit process, and compliance with appropriate financial laws and regulations. The Treasurer shall ensure that the Board of Directors receives regular financial statements and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5.12 Secretary: The Secretary, who shall be from the laity, shall monitor the keeping of the minutes of all meetings of the National Assembly, the Board of Directors and all standing committees, and shall, when required by law or these Bylaws, give notice of meetings

of the National Assembly and the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5.13 Chief Executive Officer: The Board of Directors shall appoint, for such periods of time as the Board may determine, a Chief Executive Officer, who shall be the Chief Staff Officer of the Society, with responsibility for the administration of all affairs of the Society, reporting to and serving under the policy guidance of the Board of Directors.

Section 5.14 Additional Staff Officers: The Chief Executive Officer may appoint additional staff officers to carry out the administrative and program operations of the Society, and for the performance of such staff functions as may be required.

Section 5.15 Assistant Secretaries: The National Assembly may also elect or appoint one or more Assistant Secretaries, who shall perform such duties as may from time to time be assigned to them by the Board of Directors or by the Secretary, with the approval of the Board of Directors. In the absence or disability of the Secretary, an Assistant Secretary shall perform the duties of the Secretary.

Section 5.16 Compensation of Staff Officers and Assistant Secretaries: Staff Officers and Assistant Secretaries may receive monetary consideration for their services.

Section 5.17 Provisions Concerning Holding More Than One Office: The Board of Directors may, by resolution not inconsistent with these Bylaws, add to and define, the duties of any officer. Any offices may be combined and held by the same person except that the offices of President and President-elect shall not be held by the same person, the offices of Chair, Chair-elect and Vice Chair shall not be held by the same person and the offices of President and Secretary shall not be held by the same person.

Section 5.18 Filling Officer Vacancies: A vacancy in any office may be filled by the Board of Directors until the next meeting of the National Assembly where new elections may be held.

ARTICLE VI

DIVISIONS

Section 6.1 Divisions and Charter Agreements: The Society shall encourage the organization and operation of Divisions, throughout the United States and its territories, to carry out the Society's charitable purposes under the Society's general direction. To facilitate achievement of the common charitable goals of the Society and the Divisions, the Board of Directors shall enter into Charter Agreements with Divisions. Each Division shall operate in accordance with its Charter Agreement.

Section 6.2 Non-Renewal or Termination of Charter Agreements: A Charter Agreement is subject to termination by the Board of Directors in accordance with its terms. Upon the non-renewal or termination of a Charter Agreement, the Division shall (i) discontinue

and permanently refrain from the use of any name or symbol indicating that the Division is affiliated with the Society; and (ii) attempt to consummate, at the direction of the Board of Directors, a merger into another Division which consents to the merger. If a merger with another Division does not occur because there is no willing merger partner, then at the option of the Board of Directors, the Division shall either (i) terminate its affairs, distribute its net assets to the Society, dissolve and take such other actions as are provided in the Charter Agreement and in accordance with state law; or (ii) merge into the Society. The Board of Directors may not eliminate the current geographic based divisional structure or require the involuntary merger or dissolution of one or more Divisions that is not in material violation of the Charter Agreement as determined in accordance with the procedures and process set forth in the Charter Agreement.

ARTICLE VII

FISCAL PROVISIONS

Section 7.1 Fiscal Year: The fiscal year of the Society shall be the twelve-month period ending on August 31st of each year.

Section 7.2 Authority to Withdraw Funds: Funds of the Society on deposit with any bank or trust company or other financial institution shall be subject to withdrawal on the signature of such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 7.3 Authority to Withdraw Securities: Securities of the Society deposited in any safe deposit box or held by a custodian shall be subject to withdrawal by such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 7.4 Investments: The Board of Directors shall have power to make investments of the funds of the Society and to change the same and may from time to time sell any part of the securities of the Society or any rights or privileges that may accrue thereon. The Board of Directors may delegate such powers to one or more executive officers of the Society and may from time to time authorize such person or persons as the Board may designate to execute and deliver, on behalf of the Society, proxies on stock owned by the Society, appointing persons to represent and vote such stock at any meetings of the stockholders, with full power of substitution, and to alter and rescind such appointments.

Section 7.5 Delegation of Authority Regarding Transfer of Securities: Any person or persons designated by the Board of Directors shall have authority to execute, under seal, such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Society.

Section 7.6 Audit: The books of account of the Society shall be audited annually by independent auditors who shall be appointed by the Board of Directors. A copy of the report of said audit shall be delivered to the Society for review annually by its Board of Directors.

Section 7.7 Annual Budget: The financial operation of the Society shall be prepared in accordance with the budgetary guidelines as formulated by the Board of Directors.

Section 7.8 Division of Funds: The National Assembly shall set annually at the time of the Annual Meeting the policy on the division of funds received in the annual fund-raising programs and from other sources for the current fiscal year between the Divisions and the Society.

Section 7.9 Indemnification.

(a) Liability: Except as otherwise provided by law, no Director or officer of the Society serving without compensation shall be liable to any person other than the Society based solely on such Director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

(b) Indemnification and Advancement Generally: Except as provided in Section 7.9(c) of this ARTICLE VII, any person made, or threatened to be made, a party to any action, or proceeding, or investigation whether civil, or criminal, or administrative, by reason of the fact that such person, or such person's testator or intestate, is or was serving in a "Covered Capacity" (as defined in Section 7.9(i) of this ARTICLE VII) shall be indemnified by the Society to the fullest extent permitted by applicable law in effect from time to time. The Society shall advance any such person's related and reasonable expenses, including without limitation attorneys' fees, experts' fees and consultants' fees, upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

(c) Limitations on Indemnification and Advancement: The Society shall not indemnify any person serving in a Covered Capacity if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which they were not legally entitled. No provision of this Section 7.9 shall permit or require indemnification or advancement of expenses insofar as such indemnification or advancement would constitute an "excess benefit

transaction" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended, (the "Code") or private inurement or an impermissible degree of private benefit for purposes of Section 501(c)(3) of the Code.

(d) Determination of Indemnification and Advancement: Any indemnification or advancement of expenses under this Section 7.9, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that such indemnification or advancement is consistent with applicable law and these Bylaws. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties

to the matter giving rise to the claim for indemnification or advancement of expenses, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Enforcement of Indemnification and Advancement: If the Society refuses to indemnify any person who may be entitled to be indemnified or to an advancement of expenses under this Section 7.9, such person shall have the right to maintain an action in any court of competent jurisdiction against the Society to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the Society for all fees and expenses (including without limitation attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement, or appeal of such action).

(f) Non-Exclusivity of Rights: The right to indemnification and the advancement of expenses conferred in this Section 7.9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, provision of these Bylaws, agreement, vote of disinterested Members or Directors, or otherwise.

(g) Contract Rights: The rights to indemnification and to the advancement of expenses conferred in this Section 7.9 shall be contract rights, representing a bargained-for, contractual condition of an individual's service in a Covered Capacity. Such rights shall continue as to an indemnitee who has ceased to serve in a Covered Capacity and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Although this Section 7.9 may be amended or repealed, no such amendment or repeal shall release, terminate, or adversely affect the rights of a person to indemnification or advance of expenses under this Section 7.9 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit, or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

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

(i) "Covered Capacity": A person shall be deemed to serve in a "Covered Capacity" insofar as he or she serves as Member, Director, officer, employee, volunteer or agent of the Society or insofar as he or she serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Society. Unless the Board shall determine otherwise, any Director or officer of the Society who shall serve as a director, trustee, partner, member, officer, employee, or agent of a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise of which the Society, directly or indirectly, is a member, shareholder, or creditor, or in which the Society is in any way interested, shall be presumed to be serving as such at the request of the Society. In the absence of this presumption, the Board shall determine whether a person is or was serving at the request of the

Society, and it shall not be necessary to show any actual or prior request for such service. The Board's determination shall be final and binding on the Society and the person seeking indemnification or advancement of expenses.

(j) Severability: If any provision of this Section 7.9 or the application of any such provision to any person or circumstance is held invalid, illegal, or unenforceable for any reason whatsoever, the remaining provisions of this Section 7.9 and the application of such provision to other persons or circumstances shall not be affected thereby, and to the fullest extent possible the court finding such provision invalid, illegal, or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons entitled to indemnification and advancement of expenses under this Section 7.9, within the bounds of validity, legality, and enforceability.

Without limiting the generality of the foregoing, if any person who is or was serving in a Covered Capacity is entitled under the provisions of this Section 7.9 to indemnification for a portion but less than all of the liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, excise taxes or penalties, fines, and other expenses actually and reasonably incurred by him or her in connection with a threatened, pending, or completed action, suit, or proceeding (including without limitation the investigation, defense, settlement, or appeal of such action, suit, or proceeding), whether civil, criminal, administrative, investigative, or appellate, the Society shall nevertheless indemnify such person for the portion thereof to which he or she is entitled.

ARTICLE VIII

CORPORATE SEAL

The Corporate Seal of the Society shall be circular in form with the words "American Cancer Society, Inc." on the circumference, and the word "Seal" in the center and shall be kept at the National Home Office.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any meeting of the National Assembly, in which case the notice of meeting shall state the substance of the proposed amendments.

ARTICLE X

PARLIAMENTARY PROCEDURE

The conduct of National Assembly and Board of Directors meetings will be governed by Robert's Rules of Order, as most recently revised. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.