

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

(as amended January 10, 2017)

This edition supersedes all editions bearing a previous date.

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MISSION STATEMENT

The American Cancer Society's mission is to save lives, celebrate lives, and lead the fight for a world without cancer.

PREAMBLE

The American Cancer Society, Inc. (the "Society") is a nonprofit organization incorporated and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Society shall not engage in any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (b) by an organization whose contributions are deductible under section 170(c)(2) of the Code or corresponding section of any future federal tax code.

ARTICLE I

BOARD OF DIRECTORS

Section 1.1 Role and Composition:

(a) Role: The Board of Directors (the "Board of Directors" or "Board") is responsible for setting the vision and strategic direction and managing the affairs of the Society and may exercise all the powers and authority granted by law.

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

- i. Five (5) Volunteer Officers, which shall include the Chair of the Board of Directors ("Chair"), the Vice Chair of the Board of Directors ("Vice Chair"), the Board Scientific Officer, the Secretary/Treasurer of the Board of Directors ("Secretary/Treasurer"), and the Immediate Past Chair of the Board of Directors, as described in Article III; and
- ii. Sixteen (16) At-Large Directors.

Each member of the Board of Directors shall have voting rights.

Section 1.2 Term and Term Limits: Volunteer Officers shall be elected to serve one-year terms, commencing at the beginning of the next fiscal year and serving until the election and qualification of their respective successors, and shall hold office at the pleasure of the Board of Directors.

At-Large Directors shall be elected to serve two-year terms which will commence at the beginning of the next fiscal year and expire at the end of the fiscal year in two years unless a

lesser term is required to fill a vacancy or to assure that the terms of one-half of the At-Large Directors expire in alternate years. Each At-Large Director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified unless removed pursuant to Section 1.17 of these Bylaws.

Section 1.3 Medical Profession Representation: 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 at least a Master’s degree. Members of the Medical Profession created the Society in 1913 and since that time have played an invaluable role leading the organization. The diverse perspectives of members of the Medical Profession are essential to achieve the Society’s Mission; therefore, the Society is committed to include appropriate representation from the Medical Profession as determined by the Board of Directors.

Section 1.4 Honorary Life Members of the Society: A person of eminence who has rendered outstanding service in the fight against cancer may be elected as an Honorary Life Member of the Society. Such Honorary Life Members are not members of the Board and shall not be considered members of the corporation within the meaning of Section 601 of the New York Not-For-Profit Corporation Law.

Section 1.5 Compensation: Board members shall not be compensated for serving on the Board of Directors, but may be reimbursed for reasonable and necessary expenses incurred on behalf of the Society.

Section 1.6 Resignations: Board members, including Volunteer Officers, may resign from the Board of Directors by giving written or electronic notice to the Chair of the Board or the Secretary/Treasurer. The acknowledgement of any such resignation, unless required by the terms thereof, will not be necessary to make such resignation effective. Unless otherwise specified, resignations are effective as of the date and time of delivery to the chair of the Board or Secretary/Treasurer.

Section 1.7 Meetings: The Board shall hold at least three (3) regular meetings each year. Additional meetings shall be held at such times and places as the Board shall determine. Special meetings may be called by the Chair of the Board or any seven (7) directors with written notice outlined in Section 1.9.

Section 1.8 Nationwide Leadership Summit: Each year, the Society shall hold a Nationwide Leadership Summit to ensure linkage and two-way communication from the community through top volunteer and staff leadership to enhance the organization’s ability to deliver on its Mission. The summit will include the Board of Directors, volunteer leaders selected by each Division board as referred to in Section 4.2, and select staff members.

Section 1.9 Notice of Meetings: The Secretary/Treasurer shall give to each Board member not less than twenty (20) calendar days' written notice of meetings of the Board of Directors by mail, facsimile, email, or other means of electronic transmission. At the request of the Chair of the Board or any seven (7) directors, the Secretary/Treasurer 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 personally or by mail, facsimile, telephone, email or other means of electronic transmission. The notice of regular or special meetings shall, in each case, state the date, time and place of the meeting, as well as information about action items on the meeting agenda. Notice shall be deemed given on the day it is sent.

Section 1.10 Quorum, Adjournments and Voting: A majority of the serving membership of the Board of Directors, present in person or by telephone as specified in Section 1.16, shall constitute a quorum for the transaction of business; but in the absence of a quorum the presiding officer may adjourn the meeting until a quorum is present. Where a quorum is present at the time of the vote, 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.

Section 1.11 Representation by Proxy: Representation by proxy at meetings of the Board of Directors shall not be recognized.

Section 1.12 Presiding Officers: The Chair, and in his or her absence or disability the Vice Chair, shall preside at every meeting of the Board of Directors. If neither the Chair nor the Vice Chair is present and willing to serve as chair of the meeting, the Board of Directors shall appoint from among the directors present a Chairperson to preside at such meeting.

Section 1.13 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 these Bylaws.

Section 1.14 Minutes: The Board of Directors shall keep regular minutes of its actions.

Section 1.15 Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The action taken in such vote shall be reported at the next meeting of the Board of Directors and the resolution and the written consents shall be filed with the minutes of the proceedings of the Board.

Section 1.16 Participation at Meetings by Conference Telephone or Electronic Video Screen Communication: Any member of the Board of Directors may be invited to participate in a meeting of the Board by means of a conference telephone or similar communications equipment or by electronic video screen communication in order to achieve quorum or under other extenuating circumstances at the Chair's sole discretion. Participation by such means shall constitute presence in person at the meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the

Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 1.17 Removal of Directors: Any or all of the At-Large Directors may be removed for cause by vote of the Board of Directors provided there is a quorum of not less than a majority present at the meeting of the Board at which such action is taken.

Section 1.18 Filling of Vacancies: In the event that an At-Large Director position becomes vacant, the Board of Directors may elect a successor to fill such vacancy. An At-Large Director elected to fill a vacancy shall serve until the next meeting at which the election of directors is in the regular order of business, and until his or her successor is elected and qualified.

Section 1.19 Conduct of Members of the Board 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 the Society's Code of Ethics policy and policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. Each director shall be required to file a conflict of interest statement annually, but not later than December 31st prior to commencement of service and annually thereafter, with the Office of Corporation Counsel. A director not in compliance shall not be permitted to vote on any financial transaction or other agreement involving the Society and any third party (and such director shall be considered recused from any and all deliberations in respect to such transaction or arrangement) and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE II

COMMITTEES

Section 2.1 General: The Board of Directors may establish committees of the Board and committees of the corporation by a resolution adopted by a majority of the entire Board. For any such committee, the Board may make provisions for membership, establish procedures to govern the committee's activities, and, for committees of the Board, delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Society. In accordance with Section 712 of the New York Not-For-Profit Corporation Law, all committees of the Board shall have a minimum of three (3) directors. Members of committees of the Board shall be appointed by the Chair of the Board and approved by the Board of Directors. The designation and appointment of any committee of the Board and the delegation of authority thereto shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed on it or him or her by law. Members of committees of the corporation shall be appointed by the Chair of the Board. Committees of the corporation shall not have the authority to bind the Board.

Section 2.2 Audit Committee: There shall be an Audit Committee, which shall be a committee of the Board, to assist the Board in fulfilling its responsibilities relating to management practices, internal control, enterprise risk management, accounting practices, and auditing and reporting practices. In carrying out its responsibilities, the Audit Committee shall operate under 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 2.3 Governance Committee: There shall be a Governance Committee, which shall be a committee of the corporation, to advise the Board of Directors on all governance issues related to the functioning of the Society. In carrying out its responsibilities, the Governance Committee shall operate under 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 2.4 Nominating Committee: There shall be a Nominating Committee, which shall be a committee of the corporation, to prepare a slate of nominees for election as Chair of the Board, Vice Chair of the Board, Board Scientific Office, Secretary/Treasurer of the Board, and Immediate Past Chair of the Board, as well as At-Large Directors to fill the positions of those At-Large Directors whose terms are expiring at the end of the fiscal year. This slate shall be comprised so that the composition of the Board of Directors following the election shall be as stated in Section 1.1(b). In carrying out its responsibilities, the Nominating Committee shall operate under 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 2.5 Compensation Committee: There shall be a Compensation Committee, which shall be a committee of the Board, to assist the Board in fulfilling its oversight responsibilities for determining the adequacy and reasonableness of the total compensation paid to the Chief Executive Officer and other employees who are Disqualified Persons within the meaning of section 4958 of the Code. In carrying out its responsibilities, the Compensation Committee shall operate under 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 2.6 Term of Committee Membership and Appointment to Fill Vacancies: Unless otherwise provided, each committee member shall serve from election or appointment until the end of the fiscal year or until his or her successor is elected or appointed and has accepted the office, whichever occurs later. In the event that any committee member ceases to be qualified for committee membership or to serve on such committee, the Chair of the Board may appoint a successor in accordance with Section 2.1.

Section 2.7 Quorum and Manner of Acting for Committees: A majority of the voting members of any committee shall constitute a quorum for the transaction of business at any meeting, and, if a quorum is present, the vote of a majority of the voting members of such committee present at any meeting shall be the act of such committee.

Section 2.8 Participation at Meetings by Conference Telephone or Electronic Video Screen Communication: Any committee member may participate in a meeting of such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at the meeting as long as all persons participating in the meeting can hear each other at the same time and each committee member can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the committee.

Section 2.9 Compensation: Committee members shall not be compensated for serving on committees, but may be reimbursed for reasonable and necessary expenses incurred on behalf of the Society.

ARTICLE III

OFFICERS

Section 3.1 List of Volunteer Officers: The volunteer officers of the Society shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a Board Scientific Officer, a Secretary/Treasurer of the Board, and an Immediate Past Chair of the Board of Directors, and such other officers as the Board may from time to time determine. None of these officers shall receive any monetary consideration for services. Any volunteer officer may resign by notice in writing or by electronic transmission to the Chair of the Board or Secretary/Treasurer. Unless otherwise specified, resignations are effective as of the date and time of delivery to the Chair of the Board or Secretary/Treasurer.

Section 3.2 Chair of the Board of Directors: The Chair of the Board of Directors, who shall have the necessary background and leadership qualifications as judged by criteria established by the Nominating Committee, 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 3.3 Vice Chair of the Board of Directors: The Vice Chair of the Board of Directors, who shall have the necessary background and leadership qualifications as judged by criteria established by the Nominating Committee, shall preside in the absence of the Chair 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 3.4 Board Scientific Officer: The Board Scientific Officer shall be a member of the Medical Profession and shall have the necessary background and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. The Board Scientific Officer shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 3.5 Secretary/Treasurer of the Board of Directors: The Secretary/Treasurer of the Board of Directors shall assist the Board 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 and shall monitor the keeping of the minutes of all meetings of the Board of Directors and committees of the Board. The Secretary/Treasurer shall, when required by law or these Bylaws, give notice of meetings of the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 3.6 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 3.7 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 Chair and Vice Chair shall not be held by the same person and the offices of Chair and Secretary/Treasurer shall not be held by the same person.

Section 3.8 Removal of Volunteer Officers: Any volunteer officer may be removed from office, with or without cause, by the Board provided there is a quorum of not less than a majority present at the meeting of the Board at which such action is taken.

Section 3.9 Filling Officer Vacancies: A vacancy in any volunteer office may be filled by the Board of Directors.

Section 3.10 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 at the will of the Board of Directors.

ARTICLE IV

DIVISIONS

Section 4.1 Divisions: The Society shall establish Divisions throughout the United States and its territories to carry out its charitable purposes.

Section 4.2 Division Volunteer Leadership: Each Division shall have a board of volunteer leaders that will: (a) facilitate the effective delivery of the Mission; (b) determine cancer control needs and help establish implementation strategies to address those needs in the communities it serves; (c) facilitate Division volunteer leadership development to help the Society achieve its Mission; (d) support fundraising activities at the Division and community levels; and (e) elect its successors.

ARTICLE V

FISCAL PROVISIONS

Section 5.1 Fiscal Year: The fiscal year of the Society shall be fixed from time to time by resolution of the Board of Directors.

Section 5.2 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 the Board of Directors.

Section 5.3 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 the Board of Directors.

Section 5.4 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 5.5 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 5.6 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 5.7 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 5.8 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. For purposes of this Section, such director or officer shall not be considered compensated solely by reason of

payment of actual expenses incurred in attending meetings or otherwise in the execution of such office.

(b) Indemnification and Advancement Generally: Except as provided in Section 5.8(c), 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 5.8(i)) 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 5.8 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 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 5.8, 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 5.8, 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 5.8 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 directors, or otherwise.

(g) Contract Rights: The rights to indemnification and to the advancement of expenses conferred in this Section 5.8 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 5.8 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 5.8 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 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 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 5.8 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 5.8 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 5.8, 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 5.8 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 VI

MEMBERS

This corporation shall have no members. All rights which would otherwise vest in members under the New York Not-For-Profit Corporation Law shall vest in the Board of Directors.

ARTICLE VII

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.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the entire Board of Directors at a meeting at which a quorum is present.

ARTICLE IX

BOARD MEETING PROCEDURES

The conduct of Board of Directors meetings will be governed by rules adopted by the Board of Directors. In case of a conflict between such rules and these Bylaws, these Bylaws will govern.