



Men's WAR (Without A Roof) with Prostate Cancer, Inc.

A North Carolina Nonprofit Corporation

Bylaws

ARTICLE ONE – INTRODUCTION

Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by Men's WAR (Without A Roof) with Prostate Cancer, Inc. (hereinafter the "Corporation") for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The primary purpose of this Corporation is to operate exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE TWO - OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation will be in North Carolina. In addition, the Corporation may maintain other offices either within or without the State of North Carolina as its business requires.

Location of Registered Office

2.02. The location of the initial registered office of this Corporation will be in North Carolina. Such office will be continuously maintained in the State of North Carolina for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE – MEMBERSHIP

Membership

3.01. The sole member(s) of this Corporation shall be Thomas O. Brown (hereinafter "the Membership"), or any successor thereto.



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3.02. The Membership may invite additional members upon the unanimous decision of all members.

Effective Date: July 19

3.03. In the event of the incapacitation, death, or resignation of a member of The Membership, their membership interest may be assigned by that member to one successor.

3.04. Decisions of the Membership are made by the majority in interest.

Meetings

3.05. No meetings of the Membership shall be required.

Rights, Powers, and Privileges

3.06 In addition to such other rights, powers, and privileges as it may have by law, the Corporation's Membership, shall have the following rights, powers, and privileges:

- (1) To accept or reject any vote, decision or recommendation by the Board of Directors, including but not limited to the Annual Budget of the Corporation;
- (2) To approve, upon the recommendation of the Board of Directors, any necessary agreements to carry out its purposes under the Articles of Incorporation and Bylaws including the sale of disposition of any assets of the Corporation not in the usual course of business and the incurring of any indebtedness for borrowed money;
- (3) To remove any officer or member of the Board of Directors at any time, regardless of the term for which such member may have been elected;
- (4) To appoint all Board of Directors. The member shall adopt resolutions electing Board of Directors of the Corporation at the annual meeting of its Board of Directors;
- (5) To amend the Articles of Incorporation and Bylaws of the Corporation as provided in these Bylaws; and
- (6) To vote upon all matters on which members are entitled to vote.
- (7) To receive reasonable compensation including, but not limited to, a full salary and benefits for work performed for the Corporation.

3.07. These rights are subject to Men's WAR (Without A Roof) with Prostate Cancer, Inc.'s Conflict of Interest Policy.



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Dismissal of The Membership

3.08. A member of the Membership cannot be removed by the Board of Directors unless the member is deemed by a court of competent jurisdiction to be mentally or physically incompetent to perform or upon the occurrence of a “Bad Act.” A “Bad Act” means the Member has, pursuant to a final non-appealable court adjudication, been found to have committed (i) a material breach of its duties hereunder or (ii) fraud, gross negligence or willful misconduct and shall be required to provide restitution to the Corporation of any and all losses sustained by the Corporation.

ARTICLE FOUR – GENERAL MEMBERS



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General Members

4.01 The Corporation may choose to accept applications for General Members (hereinafter "General Members") into the Corporation. General Members shall not have the same rights and privileges as the Membership. Instead, the rights and privileges of General Members shall be governed by the board-approved General Members Policies.

ARTICLE FIVE – DIRECTORS

Definition of Board of Directors

5.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Qualifications of Directors

5.02. The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors need not be residents of the State of North Carolina.
- (2) Directors must be of age of majority in the State of North Carolina.

Number of Directors

5.03. The number of Directors of this Corporation will not be less than three at any time. **Terms of Directors**

5.04.

(1) The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first annual election of Directors. Thereafter, Directors will be elected for a term of two years year(s). Each Director will hold office for the term for which elected and until a successor has been selected and qualified. Each Director will hold office for the term for which elected and until a successor has been appointed by the Membership.

(2) A Director may be removed from office when such action will serve the best interests of this Corporation in the manner prescribed in the Articles of Incorporation or these Bylaws



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for the appointment of Directors. Such removal will be without prejudice to any contract rights of the Director so removed.

Vacancies on the Board

5.05. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by the Membership. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Directors' Meetings

5.06. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted.

Regular Directors' Meetings

5.07. Regular meetings of the Board of Directors will be held quarterly and the timing of such meeting will be at the discretion of the board. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

Notice of Special Directors' Meetings

5.08. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two nor more than five business days before the date of the meeting, either personally, electronically via email so long as the Director has agreed to the electronically transmitted notice, or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail [by registered or certified mail] addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

Call of Special Board Meetings

5.09. A special meeting of the Board of Directors may be called by either:

- (1) The President.



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- (2) The Executive Committee.

Waiver of Notice

5.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

5.11. a majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

5.12 Decisions made by a majority of the Board of Directors shall be considered long as the meetings consists of a quorum of the Board of Directors.

ARTICLE SIX – OFFICERS

Roster of Officers

6.01. The Officers of this Corporation will consist of the following personnel:

- (1) President.
- (2) Vice President.
- (3) Secretary.
- (4) Treasurer.

Selection of Officers

6.02. Each of the Officers will be elected for a term of two years year(s) by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in the first calendar quarter of each year.

Multiple Officeholders



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6.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers may serve *ex officio* as Directors of this Corporation.

President

6.04. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directoral Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President

6.05. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors. **Secretary**

6.06. The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and, generally, (4) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

Treasurer

6.07. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or Members or by law; and (5) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

Removal of Officers

6.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.



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ARTICLE SEVEN – COMMITTEES

Definition of Directoral Committees

7.01. This Corporation may appoint Committees, each of which shall consist of two or more Directors. Such Directoral Committees shall have and exercise the authority as presented by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:

- (1) Submission to Members of any action for which the approval of Members is required under the law.
- (2) Filling of vacancies in the Board.
- (3) Adoption, amendment, or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directoral Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The creation of such Directoral Committees, however, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

Required Committees

7.03. The following Standing Directoral Committee[s] shall operate as part of the corporate management, and with the following specific and prescribed authority of the Board to exercise in the management of this Corporation; provided that the particular Directors to serve from time to time thereon shall be designated and appointed by the Board of Directors in a resolution that may otherwise add to (but not subtract from) the scope of such Committee's authority, if legally permissible:



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(1) Executive Committee, which will act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible.

Functionary Committees

7.04. In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation, or to advise the Board of Directors. Such Committees shall be chaired by an Officer or Director as designated by the Board, who shall select the remaining members of the Committee up to the number set by the Board, or terminate such memberships, or appoint successors in that Chairperson's discretion. The Board may terminate any such Committee by resolution.

Standing Functionary Committees

7.05. The Corporation shall have the following Standing Functionary Committees, each of which shall be chaired by a Director or Officer designated by the Board of Directors, and that may consist of any other corporation Members or personnel as appointed by that Chairperson:

(1) Ways and Means Committee, consisting of at least two members plus a Chairperson, to determine the financial feasibility of corporate projects, acts, and undertakings referred to it by the Board of Directors, and to make recommendations (with appropriate documentation) to the Board concerning such matters under consideration.

ARTICLE EIGHT - INFORMAL ACTION

Waiver of Notice

8.01. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

Action by Consent

8.02. Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.



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ARTICLE NINE – OPERATIONS

Fiscal Year

9.01. The fiscal year of this corporation shall be the calendar year.

Execution of Documents

9.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the President and Treasurer. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and Secretary and shall have attached copies of the resolutions of the Board of Directors (certified by the Secretary) authorizing such execution.

Books and Records

9.03. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board of Directors, and Directoral Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

9.04. All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations—Compensation

9.05. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Loans to Management

9.06. This Corporation shall make no loans to any of its Directors or Officers or to any of its key management or other personnel.



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Corporate Assets

9.07. (1) No Member or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

(2) Expelled Members shall have no property rights to assets of the Corporation.

(3) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed to an organization that will use the assets exclusively for exempt purposes such as charitable, religious, educational, and/or scientific purposes according to Section 501(c)(3) of the Internal Revenue Code.

(4) Indemnification

9.08. The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of North Carolina, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

ARTICLE TEN - AMENDMENTS

Amendment of Articles of Incorporation

10.01. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Membership.



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Modification of Bylaws

10.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Membership.

ADOPTION OF BYLAWS

We, the undersigned, are the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Adopted by the Board of Directors by resolution and vote of to zero on ,
20 .

DIRECTORS

Approving:
